



Chaitanya

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING
AND REPORTING OF TRADING BY INSIDERS AND FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION OF
CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED**

Reference: SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015
notification dated 15th January 2015

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING
OF TRADING BY INSIDERS**

BACKGROUND

The Securities and Exchange Board of India (“SEBI”) has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a new Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”).

Chaitanya India Fin Credit Private Limited (‘the Company’) being a listed company has framed "CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION" (hereinafter referred to as Code) which is binding on the Designated Persons during the course of performance of their duties. This Code is in line with the policy of the Company to implement and practice the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability, consistently being followed by the Company in all its business practices and dealings. The Company recognizes that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility. Unless otherwise stated, this policy applies to the employees/designated persons of the Company (collectively or individually hereinafter referred to as the “Group.”)

The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

Accordingly, the Board of Directors of the Company at its meeting held on 14th November, 2017 approved and adopted the Code.

DEFINITION

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

- I. **“Act”** means the Securities and Exchange Board of India Act, 1992;
- II. **“Board”** means the board of directors of the Company;
- III. **“Code”** shall mean Chaitanya India Fin Credit Private Limited- Code of Conduct to Regulate, Monitor and Report Trading by Insiders, as amended from time to time;
- IV. **“Code of Fair Disclosure and Conduct”** means the code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information, as amended from time to time;
- V. **“Compliance Officer”** means the Company Secretary of the Company.
- VI. **“Connected Person,”** includes –
 1. A Director of the Company;
 2. A Key Managerial Personnel of the Company;
 3. An Officer of the Company;
 4. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly,(x)allowed access to Unpublished Price Sensitive Information (UPSI)or (y)reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI)
 5. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (x) allowed access to Unpublished Price Sensitive Information (UPSI) or (y) reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI);

6. An employee of the Company who has access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to have access to Unpublished Price Sensitive Information (UPSI);
7. Any person who has a professional or business relationship and that relationship, directly or indirectly, (x) allows access to UPSI or (y) is reasonably expected to allow access to UPSI;
8. Any person classified as a “**Designated Person**” defined as below:
 - a. Promoters of the Company;
 - b. Directors/ Observers of Company and its subsidiaries and associates;
 - c. All employees of the Group who are in the cadre of Manager and above;
 - d. All employees of the group in the Finance and accounts / Corporate Secretarial/ Communications department across the Group.
 - e. the executive/personal secretarial staff of the Chairman, CEO & Managing Director
 - f. Any other Connected Person designated by the Board members/Compliance Officer on the basis of their functional role in the organisation.
 - g. persons (including representatives of the auditors, accountancy firms, analysts, consultants etc.,) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.
 - h. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
 - i. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.”
 - j. Immediate relatives of ‘a’ to ‘i’ above.

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI

- a. Immediate relative of Connected Persons;
- b. A holding company or associate company or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof an investment company, trustee company, asset management company or an employee or director thereof;
- d. An official of a stock exchange or of clearing house or corporation;
- e. 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;
- f. 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;
- g. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- h. A banker of the Company;
- i. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than 10%percent of the holding or interest.

VII. “**Director**” means a member of the Board.

VIII. “**Designated Person(s)**” shall include the following:

1. Promoters of the Company
2. Directors of the Company and its subsidiaries;
3. All employees in the Finance and Accounts Department, Banking Department, Data Analyst Department, Risk Management Department, Information Security and any other departments of the company and on the basis of their functional role or access to unpublished price sensitive information

4. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company.
 5. Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
 6. Immediate Relatives of persons specified in (I) to (V) above
 7. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;
- IX. **“Employee”** means employee of the Company;
 - X. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis;
 - XI. **“Immediate Relative”** 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;
 - XII. **“Insider”** means collectively all the Employees, Directors, Promoters, Designated persons, connected persons and who have accessed to Unpublished Price Sensitive Information and includes all Deemed Insiders;
 - XIII. **“Insider Trading Regulations”** means the Securities and Exchange - Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
 - XIV. **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013;
 - XV. **“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
 - XVI. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
 - XVII. **“Stock Exchanges”** means the stock exchanges on which the Securities of the Company are listed or proposed to be listed;
 - XVIII. **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives, collectively referred to as “Specified Persons”.
 - XIX. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
 - XX. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
 - XXI. **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to the Company or its Securities, listed or to be listed, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and **shall, ordinarily include without limitation, information relating to the following:**
 1. financial results;
 2. dividends;
 3. change in capital structure;
 4. mergers, de-mergers, acquisitions, delisting, disposals, amalgamation, restructuring, arrangement, spin off and expansion of business and similar other transactions;
 5. changes in Key Managerial Personnel;
 6. Proposed changes in the general character or nature of its business; and g) material events in accordance with the listing agreement.
 - XXII. **“Working Day”** means the working day when the regular trading is permitted on the concerned Stock Exchange.

Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts

(Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under shall have the meaning assigned to them in those legislation as the context may so require.

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for:

- Setting forth policies in relation to the implementation of the Code of Conduct and the Regulations in consultation with the Board/Audit Committee.
- Prescribing procedures for various activities referred to in the Code of Conduct and the Regulations.
- Compliance with the policies and procedures referred hereinabove.
- Monitoring adherence to the regulations for the preservation of UPSI.
- Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- Implementation of Code of Conduct under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct.
- The Compliance Officer shall close the trading window for such periods as he/she may deem fit in compliance with the provisions of this code.

The Compliance officer shall maintain a record of designated persons such as Directors, such employees and connected persons including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc., as identified by the Board and their immediate relatives and changes thereto from time to time. He will also assist the designated persons in addressing any clarifications regarding the Regulations and this policy/code.

The compliance officer shall confidentially maintain a list of such securities as a "restricted list" (if any) which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

Every quarter the Compliance Officer will present to the Audit Committee Chairman the material facts relating to the trading of securities by the designated persons along with the documents that such person has executed in accordance with the pre-trading procedure prescribed under this policy.

PRESERVATION OF "PRICE SENSITIVE INFORMATION"

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

NEED TO KNOW

1. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
2. All non-public information directly received by any employee should immediately be reported to the head of the department.
3. Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4. Prevention of misuse of “Unpublished Price Sensitive Information” Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by this internal code of conduct governing dealing in securities.

“CHINESE WALL” PROCEDURE

- a. To prevent the misuse of confidential information the Company shall adopt the “Chinese Wall” policy which separates those areas of the functions which routinely have access to confidential information, considered “inside areas” from those areas which deal with branch operations/ sale/ marketing/investment advice or other departments providing support services, considered “public areas”.
- b. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area. The employees in inside area may be physically segregated from employees in public area.
- c. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the compliance officer.

PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

All Directors/ KMP/ Designated Employees/ Connected Persons and their immediate relatives shall be subject to trading restrictions as enumerated below.

TRADING PLAN

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

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 issuer of the securities 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;
- VI. not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he/she shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

There are no specific trading plans for Chaitanya since the Company has not listed any Shares in the stock exchanges and has only listed Non-Convertible debentures in the Bombay Stock Exchange. However, the Insider shall follow the above trading plan when he is dealing in the securities of the Company.

TRADING WINDOW AND WINDOW CLOSURE

- a. The trading period, i.e. the trading period of the stock exchanges, called “trading window”, is available for trading in the Company’s securities.
- b. The trading window shall be, inter alia, closed 15 days prior to and during the time the unpublished price sensitive information is published.
- c. When the trading window is closed, the Specified Persons shall not trade in the Company’s securities in such period.
- d. All Specified Persons 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 periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

PRE-CLEARANCE OF TRADES

All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

1. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
2. An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:
 - a. That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b. That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.
3. All Specified Persons and they shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance (**Annexure 3**) is given.
4. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**).

If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

All Specified Persons who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the securities of the Company at any time. In case of any 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. In case of subscription in the primary market (initial public offers), the above-mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

OTHER RESTRICTIONS

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures made under this Code shall be maintained for a period of five years.

1. The disclosures made under this Code shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.
2. Continual Disclosure: All Chaitanya Employees (including Designated Persons) shall disclose to the Company the number of Securities acquired or disposed of within 2 (two) Trading Days of such

transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs).

3. Disclosure by other Connected Persons: The Company may at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.
4. Disclosure by Company to Stock Exchanges: The Company shall notify the particulars of such trading to the Stock Exchange within 2 (two) Trading Days of receipt of the disclosure or from becoming aware of such information.
5. Extension of disclosure: The disclosures required to be made by any person under this Chapter shall extend to such person's Dependents or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally, the disclosures requirements under this Chapter would be required to be made irrespective of the transaction being pre-approved.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code. The Board reserves the right to modify and/or amend this Code at any time. This Code and subsequent amendment(s) thereto, shall be published on the web-site of the Company.

Structured digital database

A Structured Digital Database ("Database") shall be Set up and maintained containing the name and PAN (or any other identifier authorized by law where PAN is not available) of such persons or entities with whom UPSI is shared.

The Database shall be maintained by Compliance officer and any UPSI shared shall be communicated to the Board on a quarterly basis,

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Chaitanya India Fin Credit Private Limited,
NO. 312, 14-P, SKYLINE SURABHI APARTMENTS
VIDYAPEETA MAIN ROAD, BSK 3RD STAGE,
KATRIGUPPE, BANGALORE 560085

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading,

I seek approval to purchase / sale / subscription of _____ Non-convertible debentures of the Company as per details given below:

1. Name of the applicant
2. Designation
3. Number of securities held as on date
4. Folio No. / DP ID / Client ID No.)
5. The proposal is for
 - (a) Purchase of securities
 - (b) Subscription to securities
 - (c) Sale of securities
6. Proposed date of dealing in securities
7. Estimated number of securities proposed to be acquired/subscribed/sold
8. Price at which the transaction is proposed
9. Current market price (as on date of application)
10. Whether the proposed transaction will be through stock exchange or off-market deal
11. Folio No. / DP ID / Client ID No. where the securities will be credited / debited I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Chaitanya India Fin Credit Private Limited
NO. 312, 14-P, SKYLINE SURABHI APARTMENTS
VIDYAPEETA MAIN ROAD, BSK 3RD STAGE,
KATRIGUPPE, BANGALORE 560085

UNDERTAKING

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction. I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of securities

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your request for dealing in _____ (nos) securities of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today. In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Chaitanya India Fin Credit Private Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company) To, The Compliance Officer, Chaitanya India Fin Credit Private Limited)

I hereby inform that I • have not bought / sold/ subscribed any securities of the Company • have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder

No. of securities dealt with Bought/sold/subscribed

DP ID/Client ID / Folio No

Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____ Signature: _____

Name:

Designation:

CODE OF FAIR DISCLOSURE

The Board of Directors of Chaitanya India Fin Credit Private Limited has always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle of all unpublished price sensitive information on a need to-know basis.
9. The Board of Directors of the Company has power to suitably modify or replace this Code in part or full, as may be thought fit by them, from time to time.

This Code shall be published on the official web site of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of Chaitanya India Fin Credit Private Limited in its meeting held on 14th November, 2017 and shall be deemed to have come in to force from 14th November, 2017. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

PUBLIC REPRESENTATION OF THE COMPANY AND THE GROUP.

The Company honors the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing company and business information to public constituencies such as media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers. The Company shall be represented only by specifically authorized person by the Board. It shall be the sole responsibility of these authorized representatives to disclose information about the company.

MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS:

The Code of conduct which is elaborated in the beginning comprising of duties and powers of the compliance officer along with the detailed procedure to monitor the prohibition of insider trading of company securities. However, the gist of minimum standards that required are reproduced.

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than a year.
2. The information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.
3. Designated persons and immediate relatives of designated persons in the organization shall be governed by an internal code of conduct governing dealing in securities.
4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information
5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.
7. Prior to approving 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 unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
8. The code of conduct has specified reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed. "Provided that this shall not be applicable for trades pursuant to exercise of stock options."

9. The code of conduct has specified the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction provided that such relaxation does not violate these regulations. 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 the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
10. The code of conduct has stipulated formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
11. Without prejudice to the power of the Board under the Act, the code of conduct has stipulated the sanctions and disciplinary actions, including wage freeze, suspension, recovery, claw back etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct.
12. The code of conduct has specified that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall inform the Board promptly.
13. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
 - 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

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

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

Any contravention to the policy will attract the penal provisions under Section 15G of SEBI Act. Any person, employee, directors, KMP contravenes the provisions of Insider Trading regulations shall be punishable with a fine of Rs. 10 lakhs which may extend to Rs. 25 Crores or imprisonment for a period 2 years or both.

RESPONDING TO MARKET RUMOURS

The Company’s general policy is not to comment upon such rumours.

In case there is any query or request for verification of market rumours by the stock exchanges, the Company Secretary shall carry out preliminary enquiry/investigation in to the circumstances resulting in origination of the rumour so as to ascertain the exact basis and nature of the rumour,

actual/potential effect on movement of prices of the securities and other related factors; and an internal report will be prepared on the basis of the above and forwarded to the Chairman and/or Managing Director, CEO , CFO and Chief Investor Relation officer for deciding the response in the form of clarification, denial or rebuttal to be given to the stock exchange. If necessary, appropriate press release may also be given for information of the general investors.

DISCLOSURE/ DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

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

Only public information to be provided. The Company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

Recording of discussion. In order to avoid misquoting or misrepresentation, it is desirable that at least one Company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

Handling of unanticipated questions. The Company shall be careful when dealing with analysts, questions that raise issues outside the intended scope of discussion. The Directors/ Managerial Persons, should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director/ Chief Financial Officer. If the answer includes Price Sensitive Information, a public announcement should be made before responding.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

For the purpose of illustration, the term “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.

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.

VIOLATION OF THIS POLICY

Any violation of this policy by an employee, designated person, officer, or director of the company shall be brought to the attention of the Compliance Officer and the Board of Directors and may constitute grounds for termination of service.

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistleblower vide the whistleblower process as illustrated in the Whistleblower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b. External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower (above shall be collectively referred to as "Complaint(s)")
2. The Chief Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Chief Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Chief Compliance Officer and/or Company Secretary, then they shall recuse themselves from the said inquiry process;
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Chief Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Chief Compliance Officer;
5. Based on the update provided by the Chief Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
6. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.