

THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

*[adopted in accordance with Regulations 9(2) of
SEBI (Prohibition of Insider Trading) Regulations, 2015]*

A. PREAMBLE:

1. This document shall be called “Code of Conduct for Prevention of Insider Trading” or “Code” of Erudore Capital Private Limited (“Company”)
2. This code has been framed in accordance with the provisions of Regulations 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, which stipulates that every intermediary who is registered with Securities and Exchange Board of India (SEBI) needs to frame a Code of Conduct to be followed by all the employees of the Company, so as to maintain confidentiality of Unpublished Price Sensitive Information (UPSI).
3. The term “Employee” shall include:
 - i. Directors of the Company (including Executive and Non-Executive Directors);
 - ii. Key Managerial Personnels of the Company;
 - iii. Company Secretary and Compliance Officer &
 - iv. All the other Employees of the Company (including Permanent and Contractual).

B. APPLICABILITY:

1. This code applies to the Employees of the Erudore Capital Private Limited and
2. The immediate relatives of the above.

“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.

C. OBJECTIVE:

1. This Code is formulated:
 - i. With a view to maintain high Standard of governance, to include and recognize the virtues of compliance and accountability.
 - ii. to uphold the integrity of the capital market and instil a sense of responsibility on all the employees of the Company so that the employees maintain confidentiality of UPSI and not use or cause to use such UPSI for undue personal gains.
 - iii. to avoid insider trading in all spheres of activities of the organization.

D. DESIGNATED COMPLIANCE OFFICER:

1. Company Secretary of the Company is designated as the Compliance Officer under SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code.

2. Compliance Officer shall be responsible for the implementation and compliance of this Code.
3. The Compliance Officer shall submit a Half yearly report to the Board of Directors of the Company, w.r.t. the compliance of this code.

E. DISCLOSURE BY THE EMPLOYEES:

1. Employee on the date of joining the Company is required to disclose for self;
 - i. Permanent Account Number or/or any other identifier authorized by law.
 - ii. Phone, mobile, and cell numbers which are used by his/her.
 - iii. Email Ids which are used by his/her.
 - iv. Names of Educational Institutions from which he/she has graduated.
 - v. Names of his/her past employers.
2. Employee on the date of joining the Company is required to disclose;
 - i. Name.
 - ii. Phone, mobile, and cell numbers which are used by them.
 - iii. Permanent Account Number or/or any other identifier authorized by law.
 - iv. of the following
 1. immediate relatives
 2. persons with whom such employee shares a material financial relationship.

“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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.
3. Employee is to provide the disclosures as mentioned in point E (1) & E (2) above annually within a period of 7 working days from the end of each financial year and/or as and when the information already provided changes.
4. The Format to be used for providing the information in point E is provided in “Annexure 1” of this Code.

F. HANDLING OF UPSI:

1. UPSI shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The Company and Employees shall maintain strict compliance with the “Chinese wall policy” of the Company.

3. Individuals / Persons / Department in possession of UPSI shall not communicate the said UPSI with any other individuals / Persons / Department within the Company, unless and until the same is for the purpose of furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
4. Should UPSI be communicated, inadvertently or otherwise, in violation of this code, the profits from such sharing of UPSI if any, shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered.

G. HANDLING OF DEALING IN SECURITIES:

1. RESTRICTED LIST:

The compliance officer in consultation with the Board of Directors of the Company, shall confidentially maintain a list of “*restricted list*” of Securities, which shall be used as the basis for approving or rejecting applications for pre-clearance of trades. The said List shall be updated by the Compliance Officer on a regular basis.

2. GENERAL AND INDISPENSABLE RESTRICTIONS:

The Employees are not permitted to buy, sell, deal, hold or trade in the shares and securities of any listed Client, which is associated with the company directly or indirectly; for a period of 1 year from the date of the conclusion of the association with the said client.

The waiting period of 1 years shall be applicable to the employees even after dissociation of the said employee with the Company.

3. PRE-CLEARING FOR TRADE:

- i. Employees shall be required to obtain prior clearance from the Compliance Officer for buying/selling/dealing/trading in any securities exceeding Rs. 10,00,000 (Rupees Ten Lakhs) in a calendar month (either in one transaction or in a series of transactions).
- ii. Employees shall be required to provide a declaration to the effect that he/she is not in possession of any UPSI.
- iii. The Employee shall follow the format as provided in “Annexure 2” to this code to apply for pre-clearance.
- iv. Any trade which has been pre cleared by the Compliance Officer shall have to be executed within a period of 7 trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
- v. The Employee shall follow the format as provided in “Annexure 3” to this code for the purpose of;
 1. reporting of trades executed or
 2. reporting of decisions not to trade after securing pre-clearance.

- vi. Employees are encouraged hold the securities which has been bought by them for a minimum period of 30 days from the date of such purchase or vice versa. Prior clearance is to be sought from the Compliance Officer for relaxation of the Minimum Holding Period.
- vii. In respect of the Compliance Officer, prior clearance should be sought from the Board of Directors of the Company.

4. CONSEQUENCES FOR NON-COMPLIANCE:

Should trade be executed, inadvertently or otherwise, in violation of this code, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund.

5. ANNUAL DISCLOSURE:

The Employees are required to submit a detailed list of investment being held and traded by them during the half year (ending Sep and March) in the format provided in “Annexure 4” of this code within a period of 30 days from the end of each half year.

H. INFORMATION TO SEBI:

1. The Compliance Officer in consultation with the Board of Directors of the Company, shall be responsible to provide information to SEBI, if any employee has made any undue gains by the utilization of UPSI / undertaking insider trading activities.
2. The Compliance Officer is also empowered with independent powers to submit information to SEBI, If the Compliance Officer identifies that the Company, itself has made any undue gains by the utilization of UPSI / has undertaken insider trading activities.

I. AMENDMENT/ MODIFICATION/ WAIVER:

This code may be amended, modified, varied by the Board of Directors of the Company as may be deemed necessary in the interests or the Company and subject to the provisions of applicable laws, regulations or guidelines.

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Format for submission of information about self and/or immediate relatives

To,
Compliance Officer,
Erudore Capital Private Limited

From,
(Name of the Employee)
Designation

Sub: Submission of Information about Seld and/or immediate relatives

Dear Sir/Madam,

Please note the following details as on the “Date of Joining the Company” or “March 31, 20..”

Or

Please note there have been changes in detail as provided by me, for myself and/or my immediate relatives. Please note the updated details as on the date of this letter.

Details of Self				
Name	:			
Address	:			
Email ID	:			
Contact No.	:			
PAN	:			
Aadhar	:			
Educational Qualification along with the Name of the Institution	:			
Details of Relative				
Relative	Name	Contact	PAN / Aadhar	Address
Father				
Mother				
Spouse				
Brother(s)				
Sister(s)				
Son(s)				
Daughter(s)				
Spouse's Father				
Spouse's Mother				
Spouse's Brother(s)				
Spouse's Sister(s)				

Persons with whom employee shares a material financial relationship				
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Signature

Name of the Employee

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Format for request for pre-clearance

To,
Compliance Officer,
Erudore Capital Private Limited

From,
(Name of the Employee)
Designation

Sub: Request for pre-clearance

Dear Sir/Madam,

I wish to execute the below mentioned trade, the value of such trade individually and/or cumulative during this calendar month may/will cross the threshold of Rs. 10,00,000/- (Rupees Ten Lakhs). I request you to kindly provide pre-clearance for the same.

Sl. No.	Name of the Securities (with ISIN)	Nature of Transaction (buy/sell)	Number of shares	Expected value of transaction per share	Total Value of Transaction

Please note the details of previous transaction undertaken during the preceding 30 days:

Sl. No.	Name of the Securities (with ISIN)	Nature of Transaction (buy/sell)	Number of shares	Price per Share	Total Value of Transaction	Date of Transaction

Note: Provide details of transaction only with respect to the securities for which pre-clearance request is being submitted.

Declaration:

I herewith state and declare that I do not possess any UPSI with respect to the above-mentioned Securities.

Signature
Name of the Employee

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Format for providing details of transactions undertaken

To,
Compliance Officer,
Erudore Capital Private Limited

From,
(Name of the Employee)
Designation

Sub: Reporting of Trades executed in accordance with the pre-clearance dated

Dear Sir/Madam,

I herewith inform that I have executed the following trades:

Sl. No.	Name of the Securities (with ISIN)	Nature of Transaction (buy/sell)	Number of shares	Price per Share	Total Value of Transaction	Date of Transaction

Or

I herewith inform that I have not executed the trades as approved vide pre-clearance dated due to

____Signature____
Name of the Employee

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ANNEXURE 4

Format for Providing Holding Statement & Transaction executed during the Half year (April, 20.. to September 20.. (or) October, 20.. to March 20..)

To,
Compliance Officer,
Erudore Capital Private Limited

From,
(Name of the Employee)
Designation

**Sub: Submission of Holding Statement and Transaction Statement for the period ended
September 20.. (or) March 20..**

Dear Sir/Madam,

Please take note of the securities being held by me, as on September 20.. (or) March 20..:

Sl. No.	Name of the Securities (with ISIN)	Number of shares	Total Value

Please take note of the trade executed by me during the Half year (April, 20.. to September 20.. (or)
October, 20.. to March 20..) :

Sl. No.	Name of the Securities (with ISIN)	Nature of Transaction (buy/sell)	Number of shares	Price per Share	Total Value of Transaction	Date of Transaction

Signature
Name of the Employee

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