



CODE OF CONDUCT-Prevention of Insider Trading

TAURUS CORPORATE ADVISORY SERVICES LIMITED.

Member: NSE, BSE, MCX SX

SECTION A: GENERAL

I. INTRODUCTION

In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 market intermediary is required, inter alia, to frame a Code of Conduct for prevention of insider trading by its Directors, Officers and Employees. Taurus Corporate Advisory Services Limited (TCASL) being a member of National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Multi Commodity Stock Exchange (MCX) and providing fee based services in the field of fixed Income Securities, debt syndications and Merchant banking to its clients and being a SEBI registered market intermediaries are required to frame a *"Code of Conduct for prevention of Insider trading"*.

II. DEFINITIONS

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992.
- (b) **"Clients"** refers to an entity to which any of the Companies falling under the Taurus Corporate Advisory Services Limited (TCASL), is providing any service and the securities of such entity are listed on any recognized stock exchange.
- (c) **"Code"** means this "Code of Conduct for prevention of Insider Trading", framed and adopted in terms of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
- (d) **"Company"** means **"Taurus Corporate Advisory Services Limited (TCASL)"**, the Company formed under The Companies Act 1956 and registered with SEBI as a Category-1 Merchant Banker and having membership of NSE/BSE and MCX as a Broker, and includes the Group companies of Taurus referred to as the Taurus Group.
- (e) **"Compliance officer"** shall be a senior level employee, appointed by the respective Company for the purpose of administration, implementation and over all supervision of the Code of Conduct.



- (f) **“Employees”** mean and include the employees / officers / directors of the Companies referred forming part of TAURUS Group.
- (g) **“Insider”** means any person who,
 - (1) is or was connected with the company or is deemed to have been connected with the company and is reasonably expected to have access to unpublished price sensitive information in respect of securities of 11[a] company, or
 - (2) has received or has had access to such unpublished price sensitive information
- (h) **“Price Sensitive Information”** means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of securities of company.

Explanation: The following shall be deemed to be price sensitive information:

- (I) Periodical financial results of the company;
- (II) Intended declaration of dividends (both interim and final);
- (III) Issue of securities or buy-back of securities;
- (IV) Any major expansion plans or execution of new projects;
- (V) Amalgamation, mergers or takeovers;
- (VI) Disposal of the whole or substantial part of the undertaking; and
- (VII) Significant changes in policies, plans or operations of the company.

- (g) **“Regulation”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
- (h) **“Unpublished”** means information which is not published by the company or its agents and is not specific in nature.

Explanation.—Speculative reports in print or electronic media shall not be considered as published information.]

III. INTERPRETATION OF CERTAIN WORDS AND EXPRESSIONS

Words and expressions used and not defined in this Code of Conduct but defined in the Companies Act, 1956 or Securities and Exchange Board of India Act, 1992 or Depositories Act, 1996 or any Rules or Regulations made hereunder, shall have the same meanings respectively assigned to them in that Acts / Rules / Regulations.

IV. PRESERVATION OF PRICE SENSITIVE INFORMATION

All Directors / Officers / Employees shall maintain the confidentiality of any Price Sensitive Information, whether in related to company or any of the clients. Directors / Officers / Employees shall neither deal in securities of company and / or such clients nor pass such price sensitive information to any person directly or indirectly by way of making a recommendation for purchase or sale of securities. However such information



may be disclosed only on “need to know” basis, i.e. to such employees who need the information to discharge their duty.

V. OVERVIEW OF THE CODE OF CONDUCT

- No employee of Taurus Group shall carry out intraday trade / square off his outstanding position in the secondary market. He shall execute only delivery based trades.
- Every employee shall hold the securities purchased / subscribed for at least 60 days.
- If an employee intends to enter into a transaction for number of securities exceeding the limits specified in Section D, then he should obtain pre-clearance of the trade from the Compliance Officer.

SECTION B: PROHIBITION TO DEAL IN SECURITIES

VI. PROHIBITION TO BUY / SELL / OTHERWISE DEAL IN THE SECURITIES

A. Any Employee, when in possession of any unpublished price sensitive information, pertaining to any of the clients of Company falling under Taurus Group, shall not:

- Buy / sell / deal in securities of any of the clients or their associates, either on their own behalf or on behalf of any other person.
- Communicate, counsel or procure any unpublished price sensitive information to any person.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law for the time being in force.

B. An analyst who prepares research report of a listed company shall not undertake any trade in securities of that company for 30 days from preparation of such report.

VII VIOLATION OF PROVISIONS RELATING TO INSIDER TRADING.

Any insider who deals in securities in contravention of the provisions of regulation 3 (27) shall be guilty of insider trading.

VIII RESTRICTED / GREY LIST OF SECURITIES

- (i) Where Taurus Group is handling any assignment for a listed Company (to say restructuring, financial advisory services, preparation of an appraisal report or enterprise / share valuation, loan syndication, etc), and is privy of Price Sensitive Information, the securities of such Company shall be put on the restricted / grey list.



- (ii) Where Taurus Corporate Advisory Services Limited is appointed as Book Running Lead Manager / Lead Manager to an Initial Public Offering / Follow on Offer / Rights Issue or involved in Qualified Institutional Placement or acting as Manager to Open Offer, Buyback, Delisting or Company B is acting as Syndicate Member / Underwriter, the securities of such company shall also be put on the restricted / grey list.

Companies which will be covered under the restricted / grey list will be notified on regular basis through internal memos and will be updated in the schedule to this Code.

SECTION C: DEALING IN SECURITIES OF TAURUS CORPORATE ADVISORY SERVICES LIMITED and ITS CLIENTS

IX ELIGIBLE TRADING PERIOD

- A. Employees / Directors shall deal in securities of TCASL and its clients only during the eligible trading period specified herein this Code as "Trading Window". No transaction shall be executed during the period when trading window is closed.
- B. The Trading Window shall remain closed during the following periods:
- (i) From 7 days before the announcement of quarterly / half yearly / annual financial results (whether audited or unaudited) to the Stock Exchanges.
 - (ii) From 7 days before the declaration of Interim / Final Dividend.
 - (iii) The Trading Window shall remain closed under clause (i) and (ii) supra, up to 24 hours after the announcement of the financial results / declaration of dividend.
 - (iv) From the date of circulation of the agenda for the meeting of the Board of Directors, in which any material, price sensitive and unpublished event, including the following, are proposed:
 - Proposal in respect of issue of securities by way of public / rights / bonus, etc
 - Proposal in respect of significant expansion plans or execution of new projects
 - Proposal in respect of amalgamation, mergers, takeovers and buy back
 - Proposal in respect of disposal of whole or substantially the whole of the undertaking
 - Proposal in respect of any change in policies, plans or operations of the Company.

The Trading Window shall open after 24 hours from the conclusion of the Board meeting at which decisions in respect of the above events are taken. The Compliance Officer shall intimate the period of closing and opening of the Trading Window.

SECTION D: PRE- CLEARANCE, EXECUTION AND REPORTING REQUIRMENTS

X. PRE-CLEARANCE OF TRADES

- (i) Dealing in securities of Clients: Employees who intend to deal in securities of any client and Subscription / purchase / sale of securities by the Compliance Officer beyond the aforesaid limits shall require pre-clearance from his reporting authority. No such pre-clearance shall be required for subscription of securities to the extent of any right entitlement (other than rights renounced).



Provided further that any Employee(s) who is / are working on the specific assignment shall not deal in the securities of respective clients, e.g. a employee working on an IPO shall not invest in that particular Issue.

- (ii) An application shall be made to the Compliance Officer for pre-clearance of trade, inter alia including name of company, estimated number of securities, details of securities account, etc.
- (iii) Employees shall hold the securities acquired / allotted for a minimum period of 30 days from the date of purchase / allotment (referred to as the "Minimum Holding Period"). In case of personal emergency, the prior approval of Compliance Officer shall be taken for relaxation in the Minimum Holding Period. In respect of the Compliance Officer, such relaxation shall require prior approval of his reporting authority.
- (iv) The limit of 30 days shall also apply to the securities subscribed in Initial Public Offer / Follow on Public Offer / Offer for Sale / Rights Issue. The holding period shall commence from the date of allotment of securities.
- (vi) When any securities are on the restricted / grey list, trading in these securities by employees may be blocked or may be disallowed at the time of pre-clearance.

The decision of the Compliance Officer in this regard shall be final and binding.

- (viii) The Management reserves the right to restrict any employee from dealing in specific securities at its sole discretion.

The Company may require an undertaking from the employees in the format as specified in Schedule I.

XI. EXECUTION OF TRADES

Employee shall execute their order within one week after the approval of pre-clearance is given. If the order is not executed within one week after approval is given, the employee must obtain the pre-clearance again.

XII. REPORTING REQUIRMENTS

All employees of Companies falling under Taurus Group shall be required to forward following details including the statement of holdings of their spouse and dependent family members to the Compliance Officer as and when required

XIII. PENALTIES FOR CONTRAVENTION

- (i) Any Employee / Officer / Director who trades in securities or communicates any information for trading in securities, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.



- (ii) Any Employee / Officer / Director of the company who violates the Code of Conduct 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.
- (iii) The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992.
- (iv) In the event of any amendment in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or issuance of any Clarification relating to prohibition of insider trading, such amendment/Clarification shall be deemed to be adopted by the Company and in case of any conflict between the provisions of the Code and SEBI (Prohibition of Insider Trading), Regulations, 1992, the latter shall prevail.

XIII. GENERAL

- (i) In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company will intimate the same to SEBI.
- (ii) A copy of the Regulations and the Code of Conduct is place on the intranet for the reference of the employees.
- (iii) The details contained in this code of conduct are highly confidential and shall in no case be communicated directly / indirectly to anyone outside the Organization.
- (iv) Any references to a masculine gender shall include feminine gender.
- (v) Any modification in the Code of Conduct or any schedule shall be intimated to the employees.
- (vi) Any intimation under this code may be issued through an office memo / circular, which may be transmitted through e-mail and shall be deemed to be in compliance with the Regulations and the Code and properly communicated.

Details of key personnel:

| Sr. No. | Particulars | KMP-1 | KMP-2 |
|----------------|--------------------|--|--|
| 01. | Designation | Principal Officer | Compliance Officer |
| 02. | Name | Mr. Mihir Mehta | Ms. Deepali Vaidya |
| 03. | Contact No. | 022-61471100 | 022-61471177 |
| 04. | Fax No. | 022-26104925 | 022-26104925 |
| 05. | Email id | Mihir.mehta@taurusgrp.com | deepali@taurusgrp.com |
| 06. | Grievances | grievance@taurusgrp.com | |
| 07. | Information | info@taurusgrp.com | |



Schedule I

Letter of Undertaking

<Date>

To
The Board of Directors

Dear Members,

I undertake not to indulge in any insider trading activities and I agree not to manipulate the stock market by using to my advantage, any vital and sensitive but unpublished information that I may have access to by virtue of my position in the Company or otherwise.

I further undertake that

- (i) * I do not have any access or have not received any "Price Sensitive Information" upto the time of signing the undertaking.
- (ii) * In case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of Taurus Corporate Advisory Services Limited and the client company till the time such information becomes public.
- (iii) I have not contravened the Code of conduct for prevention of insider trading as specified by the Organization from time to time.
- (iv) I have made a full and true disclosure in the matter.

If any time during my employment, a complaint is filed against me for engaging in Insider Trading, I agree to fully co-operate with the Company.

Yours faithfully,

**Delete whichever is not applicable*