

## **AD-MANUM FINANCE LIMITED**

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### **Code of Conduct of Ad- Manum Finance Limited Under SEBI (Prohibition of Insider Trading) Regulations, 2015**

This code may be called as code of conduct of **Ad- Manum Finance Limited (AMFL)** for prevention of Insider Trading. The Board of **AMFL** had initially framed this code by taking approval of Board on 13th February, 2015. And due to amendments made in the SEBI (PIT) Regulations the said policy was amended in the Board meeting held on 30<sup>th</sup> March, 2019, and amended on 19<sup>th</sup> August, 2020 and 30<sup>th</sup> March 2022, respectively. In order to ensure better compliance, this code is now being amended in the Board meeting held on 31<sup>st</sup> March, 2023.

This Code can be subsequently modified/amended/alterd by Directors/Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, the newly modified /amended / altered provisions of the Regulation shall be placed before the Board of Directors of **AMFL** for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

The amended code should be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc. of the Regulation for noting.

The provisions of this Code have to be read along with the Company's Policy for procedure of Inquiry in case of leak of UPSI and the SEBI Insider Trading Regulation and if there is any inconsistency/contradiction therein, the provisions of the SEBI Insider Trading Regulation shall prevail.

#### **1) PREAMBLE**

***Insider trading means*** dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers, connected persons and



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Designated Employees of **AMFL** based on or when in possession of unpublished price sensitive information (UPSI). Such trading by Insiders erode the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all companies whose shares were listed on Indian stock exchanges.

### **2) APPLICABILITY**

This code shall be applicable to all the Promoter, member of the promoter group, Designated Employees, Specified persons, immediate relatives, and connected persons which includes (Fiduciaries and Intermediaries) of **AMFL**.

### **3) DEFINITIONS**

- a) **Act** - means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time;
- b) **Board** - shall mean the Securities and Exchange Board of India.
- c) **Board of Director**- means the Board of Directors of Ad- Manum Finance Limited.
- d) **Body Corporate**- means a body corporate as defined under Sub section 11 of Section 2 of the Companies Act, 2013.
- e) **Code**- means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- f) **Compliance Officer**- means Company Secretary or such other senior officer nominated from time to time, who is financially literate and is capable of appreciating requirements



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for legal and regulatory compliance under SEBI PIT Regulations, 2015 and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified under SEBI PIT Regulations, 2015 under the overall supervision of the Board of Directors of the Company.

- g) Connected person-** means- As defined in SEBI (Insider Trading) Regulation, 2015 which is as under:
- i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - a. an immediate relative of connected persons specified in clause (i); or
    - b. a holding company or associate company or subsidiary company; or
    - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - d. an investment company, trustee company, asset management company or an employee or director thereof; or
    - e. an official of a stock exchange or of clearing house or corporation; or
    - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or



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- h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**NOTE 1:** *It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about the company by virtue of any connection that would put them in possession of unpublished price sensitive information.*

**NOTE 2:** *It is intended that the immediate relatives of a "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.*

**h) "Dealing in securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company listed on Stock Exchanges either a principal or agent.

**i) Designated Persons"**

- i. All Promoters of the Company;
- ii. Members of the Board of Directors of the Company including, executive or non-executive or independent or nominee directors;
- iii. Key Managerial Personnel (KMP) of the Company;
- iv. All Employees or Sr. Manager and above in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations,



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- Human Resource, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;
- v. Other employees designated by the Compliance Officer from time to time;
  - vi. Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information;
  - vii. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
  - viii. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information;
  - ix. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and
  - x. Immediate relative of (i.) to (ix) above.
- j) Director-** means Directors on the Board of Ad- Manum Finance Limited both Executive and Non-Executive.
- k) Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- l) Fiduciaries** - is referred as Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising to **Ad- Manum Finance Limited**.
- m) Generally available information-** means information that is accessible to the public on a non-discriminatory basis;
- n) 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;



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- o) Insider-** means any person who,
- a connected person; or
  - in possession of or in receipt of unpublished price sensitive information pursuant to legitimate purpose or having access to unpublished price sensitive information;
- p) Investor Protection and Education Fund”** means the Investor Protection and Education Fund created by the Board under section 11 of the Act
- q) Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act,2013;
- r) 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.
- s) “Material Subsidiary”** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof;
- t) Promoter-** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- u) Promoter group** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- v) Regulation-** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.



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- w) Securities-** shall mean the Equity Shares of Ad-manum Finance Limited and such other securities of Ad-manum Finance Limited issued from time to time as may be specified by the Board of Ad-manum Finance Limited.
- x) Specified Persons** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
- y) The Company-** means Ad-manum Finance Limited.
- z) Trading-** means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and “trade” shall be construed accordingly.
- i. **Trading day-** means a day on which the recognized stock exchanges are open for trading;
  - ii. **Trading Window-** means the period during which the Promoter, member of the promoter group, Designated Employees, immediate relatives and connected persons .
- aa) Unpublished price sensitive information-** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business [award or termination of order/contracts not in the normal course of business] and such other transactions;
  - v. changes in key managerial personnel [other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]



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- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.



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**Explanation 1-** For the purpose of sub-clause (ix):

- a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Explanation 2-** For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

**NOTE 1:** It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

**Note 2:** Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.



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### **4) CODE**

#### **1. Compliance Officer- Appointment and Duties**

- 1.1 The Board of the Company shall appoint the Chief financial officer (CFO) of the Company as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- 1.2 The Compliance Officer shall report to the Board of the Company.
- 1.3 The CFO shall hold the position of the Compliance Officer so long as he/she remains the CFO. In the event of the office of the CFO falling vacant till such time a successor is appointed, the whole-Time Director shall, in the interim period act as the Compliance Officer.
- 1.4 In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- 1.5 The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- 1.6 The Compliance Officer shall be responsible for:
  - i. setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
  - ii. prescribing procedures for various activities referred to in the Code.
  - iii. compliance with the policies and procedures referred hereinabove.
  - iv. monitoring adherence to the rules for the preservation of UPSI.
  - v. 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
  - vi. implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.



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- vii. the Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.
- viii. the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- ix. the Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

### **2. Preservation of Price Sensitive Information**

2.1 All Insiders including Designated Persons, (and their immediate relatives) and Connected Persons which includes shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

No Insider shall trade in securities of the Company on a stock exchange when in possession of unpublished price sensitive information

2.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within Ad-manum Finance Limited who need the information to discharge their duty. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.3 Need to Know:

- i. “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.



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- ii. All non-public information directly received by any employee should immediately be reported to the Compliance Officer.

### 2.4 Limited access to confidential information:

Specified Persons' privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure.
- ii. Computer files must have adequate security of login through a password.
- iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

2.5 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

### 2.6 Preservation of misuse of "Price Sensitive Information".

To comply with this confidentiality obligation, the Designated Persons shall not discuss UPSI in public places and recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI,

### 2.7 Prohibition on dealing, communicating or counselling on matters relating to Insider Trading

No Designated Persons shall –

- a) either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any Unpublished Price Sensitive Information; and



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- b) communicate, counsel or procure, directly or indirectly any Unpublished Price Sensitive Information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of Legitimate Purposes or performance of duties or discharge of legal obligations

### **2.8 Trading Restrictions**

All Designated Persons Directors, Officers and Designated Employees of AMFL and Connected Persons shall be subject to trading restrictions as enumerated below.

The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.

All Insider including Designated Persons of the Company (including their immediate relatives) shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

- i. **The trading window shall be, inter alia closed at the time:-**
  - a) Declaration of financial results (quarterly, half-yearly and annually).
  - b) Declaration of dividends (interim and final).
  - c) change in capital structure.
  - d) Any major expansion plans or execution of new projects i.e. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions.
  - e) Disposal of whole or substantially whole of the undertaking.
  - f) Any changes in policies, plans or operations of Ad-manum Finance Limited.
  - g) changes in key managerial personnel, and
  - h) any other matter which is likely to be price sensitive.



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- ii. The trading window shall be closed when the compliance officer determines that a 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

**Further, the Closure of trading window shall commence from the end of every quarter till 48 hours after the declaration of financial results.**

- iii. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made public.
- iv. All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.
- v. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

2.9 All Designated Person shall not engage in dealing in securities, whether on their own account or on behalf of the immediate relatives Dependent and shall ensure that their immediate relatives shall also not engage in Dealing in Securities on their own account, if such Designated Persons is in possession of any unpublished price sensitive information.

2.10 The trading window restrictions mentioned in sub-clause iv of 2.8 shall not apply in respect of:

- a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulations and in respect of a pledge of shares for a



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bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

Explanation: In case of any pledge of shares (including by way of top-up) to be created by a designated person in order to meet the requirement under an agreement / preexisting commitment, the compliance officer shall respond to the pre clearance request within 24 hours.

- b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time].

### **3. Trading Plan**

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.1 An insider shall formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.2 Insider shall submit trading plan before six months from commencement of trading.

3.3 Insider shall not inter into the transaction between the 20<sup>th</sup> trading day prior to the last day of any financial period for which results are required to be announced by Ad- Manum Finance Limited of the securities and the second trading day after the disclosure of such financial results.

3.4 entail trading for a period of not less than 12 months



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- 3.5 If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
- 3.6 Not entail trading in securities for market abuse
- 3.7 Insider in his trading plan shall set out number of Securities to be traded along with the nature of the trade and time gap between the trade and dates on which such trade shall be affected.
- 3.8 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 3.9 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.
- 3.10 The Insider shall not execute the aforesaid trading plan if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event, Insider shall execute trading plan when such information shall become public.
- 3.11 After approval the trading plan Compliance Officer shall inform to the Stock Exchange on which the securities of the Company are listed about the approved trading plan and the same will be broadcast on Company's website.
- 3.12 Insider shall submit trading plan along with the declaration and application in "**Annexure – 1**" or any other format specified by SEBI or BSE.



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Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan

### **4. Trading Window and Window Closure**

#### **4.1**

- i. The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- ii. prior to the unpublished price sensitive information is published, the trading window shall be, inter alia, closed from time to time, as per the statutory requirement of the law
- iii. When the trading window is closed, the all the Insiders and Designated Persons, shall not trade in the Company’s securities in such period.
- iv. All the Insiders and Designated 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.
- v. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

4.2 The Compliance Officer shall immediately upload the information regarding the closure of trading window on the website of the Company. It is the duty of the Insiders and Designated Persons to regularly check the website of the Company regarding window closure and also to inform the immediate relatives about the closure of trading window, as and when communicated by the Company and ensure that they do not deal in the securities of the Company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.



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- 4.3 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.
- 4.4 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.

### **5. Pre-Clearance of Trades**

Any Designated Person (including immediate relatives) of the Company, who intend to trade in the securities of the Company during free period, shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trades (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value)

- 5.1 All Designated Persons who intend to deal in the securities of the Company should pre-clear the transaction as per the pre-dealing procedure as described hereunder.
- 5.2 An application may be made in prescribed format (**Annexure 2**) to the Compliance Officer indicating the estimated number of shares that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 5.3 An undertaking (**Annexure 3**) shall be executed in favor of the company by such Designated Persons incorporating, inter alia, the following clauses, as may be applicable:



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- a) That the Designated Persons do not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.
- b) That in case the employee, director, officer 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 Ad-manum Finance Limited 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 Ad-Manum Finance Limited from time to time.
- d) That he/she has made a full and true disclosure in the matter.

### **6. Insiders to Maintain Digital Database**

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any



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investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

### **7. Compliance Officer to Maintain the Record of Designated Persons and Related Persons to them**

Compliance Officer is required to take the following details from Designated persons, immediate relatives and persons with whom such designated person(s) shares a material financial relationship.

#### **I. ON ANNUAL BASIS (On further change of information):**

- a) Name of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
- b) Permanent Account Number or any other identifier authorized by law of the following persons to the company;
- c) Phone, mobile and cell numbers which are used by them

#### **II. ON ONE TIME BASIS:**

- a) the names of educational institutions from which designated persons have graduated
- b) names of their past employers.

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.”

### **8. Other Restrictions**

8.1 All Designated Persons shall execute their order in respect of securities of AMFL within one week after the approval of pre-clearance is given. If the order is not



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executed within one week after the approval is given, the directors, officers, Designated Persons must pre-clear the transaction again.

**8.2 Contra Trade:** All Designated Persons who buy or sell and number of shares of Ad-manum Finance Limited shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/designated employees shall also not take positions in derivative transactions in the shares of Ad-manum Finance Limited at any time. In the case of subscription in the primary market (initial public offers), the above-mentioned persons shall hold their investments for a minimum period as specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The holding period would commence when the securities are actually allotted.

The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing 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.

**8.3** In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

**8.4** AMFL will have a process to ascertain how and when people are brought 'inside' on sensitive transactions. Proposed Insider should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.



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### **9. Reporting Requirements for Transactions in Securities Initial Disclosures**

#### **Initial Disclosures**

- 9.1 Every promoter, member of the promoter group, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his latest holding of Securities of AMFL mentioning date of holding within thirty days of these CODE taking effect;
- 9.2 Every person on appointment as key managerial personnel or a director of AMFL or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of Ad-manum Finance Limited as on the date of appointment or becoming a promoter, to AMFL within seven (7) days of such appointment or becoming a promoter to AMFL /Compliance Officer.

#### **Continual Disclosures.**

- 9.3 Every promoter, member of the promoter group , designated person and director of every company shall disclose to Ad-manum Finance Limited the number of such securities acquired or disposed of within 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 ten lakh rupees or such other value as may be specified by SEBI time to time.
- 9.4 Compliance Officer of AMFL shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time

#### **Disclosures by other connected persons.**

- 9.5 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015.



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Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

9.6 The Compliance Officer shall place before the Board, on a quarterly basis all the details of the dealing in the securities by the Designated Persons with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in this Code. He shall also provide the said details, on a quarterly basis, to the Chairman of the Audit Committee of the Board or to the Chairman of the Board

9.7 Compliance Officer shall take the Code of Conduct from Intermediaries and Fiduciaries of Ad-manum Finance Limited as prescribed in Schedule C of SEBI (PIT) Regulations, 2015.

### **Disclosures**

9.8 In addition to disclosures mentioned under Clause 9 of this Code, all Designated Persons of the Company shall be required to forward following details to the Compliance Officer:

- i. All holdings in securities of the Company at the time of joining the Company in the format set out in Annexure-6, as amended from time to time.
- ii. In respect of existing Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer in the format set out in Annexure-7, as amended from time to time;
- iii. Annual statement of all holdings in securities of the Company in the format set out in Annexure-8, as amended from time to time, as on March 31 of each year, before April 15 of that year; and



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- iv. Disclose names and Permanent Account Number or any other identifier authorized by law of the following persons 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;and
  - c) Phone and mobile numbers which are used by them.

It is clarified that the term “material financial relationship” shall have the meaning assigned to it under the Regulations.

Further, by April 30, 2019, the Designated Person(s) or within 30 days of being designated as a Designated Person, the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employers shall be disclosed to the Compliance Officer.

### **10. Dissemination of Price Sensitive Information**

- 10.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 10.2 Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:
- 10.3 The following guidelines shall be followed while dealing with analysts and institutional investors:
- i. Only public information to be provided.
  - ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
  - iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
  - iv. Simultaneous release of information after every such meet.



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### **11. Inquiry (Prevention of leak of Unpublished Price Sensitive Information)**

The Company has formulated written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

Employees can raise concerns against any leak /suspected leak of UPSI or unethical use of UPSI in accordance with the Provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Employee who reports alleged violations of insider trading laws will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to such employee.

The Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

The Enquiry Committee shall review and undertake further inquiry in case of leak or suspicion. In case of leak of any UPSI of the Company, the Investigating Officer will undertake the procedure as provided under the whistle blower policy of the Company.

Further the report of the Enquiry shall be placed before the Board of Directors, stating the nature of leak, inquiries undertaken and results of such inquiries.

### **12. Penalty For Contravention of Code of Conduct**

12.1 Every designated employee,, immediate relatives and connected persons (which shall include Intermediaries and Fiduciaries) shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).



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- 12.2 The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension, recovery or termination of employment etc. Any amount collected under this clause shall be remitted to the “Board” for credit to the Investor Protection and Education Fund administered by the Board under the Act
- 12.3 Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 12.4 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.
- 12.5 Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.
- 12.6 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render





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necessary cooperationas may be required by the Company/Compliance Officer or SEBIin this connection.

### **13. Information to Sebi in Case of Violation of SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the Company/ Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015the Compliance Officer shall inform the SEBI promptly on becoming aware of the violations of the Regulations.

By order of the Board  
**For, Ad- manum Finance Limited**

Sd/-  
**Sanjeev Sharma**  
**Whole-Time Director**  
**DIN: 07839822**



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**(Annexure-1)**

**Trading Plan**

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,  
The Compliance Officer  
**Ad- Manum Finance Limited**

Dear Sir /Madam

Ref: DP's name :.....  
DP ID :.....  
CLIENT ID :.....  
Name of insider :.....  
Address :.....

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical/ demat form. I am furnishing details of trade to be made in six months after approval of the proposed trading plan:-

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be trade</i>	<i>Time intervals between Two Trades</i>	<i>Date of propose trade</i>

1. I am confirming that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company





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4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.
5. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed

Yours truly

Signature

Name.....

Designation.....

Employee Code no.....



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### **(Annexure-2)**

#### **Application for pre-clearance of trade**

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,  
The Compliance Officer  
Ad-manum Finance Limited

Dear Sir /Madam

Ref: DP's name :.....  
DP ID :.....  
CLIENT ID :.....  
Name of insider :.....  
Address :.....

Your approval is solicited for purchase/sale of \_\_\_\_ securities of the Company in physical / demat form.

I state on solemn affirmation:

1. that I am Designated Persons of the Company who may reasonably be expected to have access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale\_\_\_\_\_(state No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;



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6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of (as per Regulation) from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.
10. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed

Yours truly

Signature

Name.....

Designation.....

Employee Code no.....



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### (Annexure-3) UNDERTAKING

I.....aged about.....years, Son/daughter of .....working in the capacity of ..... in Ad-manum Finance Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from \_\_\_\_\_.
2. that as on date I do not possess/own any shares of the company or I have purchased \_\_\_ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.



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10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/noncompliance of the same.
11. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed
12. That I have made a full and true disclosure in the matter

Signature :.....  
Date :.....  
Name :.....  
Place :.....  
Emp. Code :.....





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**(Annexure-4)**  
**Approval / Rejection of Pre- Clearance/Trading Plan**

Date:

To,

.....

Name:

Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated\_\_\_\_\_, we would like to inform you that your application to purchase / sale/etc. \_\_\_\_\_equity shares of the Company is hereby approved / rejected. Now, you (and/or your immediate relative) can execute your trade within 7 trading days i.e.\_\_\_\_\_. Further, you are required to submit a report of the trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you (and/or your immediate relative) do not execute a trade before \_\_\_\_\_, you shall submit a fresh pre-clearance application before you (and/or your immediate relative) execute any transaction in the Securities of the Company.

**Thanking you,**

**For, Ad-manum Finance Limited**

**Compliance Officer**



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**(Annexure-5)**  
**Reporting of Trade / Transaction**

To,  
The Compliance Officer  
Ad-manum Finance Limited

Dear Sir / Madam,

According to approval of pre-clearance dated \_\_\_\_\_, I (and/or my immediate relative) have/has executed a trade / transaction on \_\_\_\_\_(date). The detail of said trade / transaction is as under:

<b>Name of holder</b>	<b>No. of Securities purchased / sold</b>	<b>Average Gross Price per Securities (In Rs.)</b>	<b>DP ID &amp; Client ID / Folio No.</b>

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I (and/or my immediate relative) have complied with the requirements of minimum period of 6 months for entering into an opposite transaction in respect of said Securities.





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Or

According to approval of pre-clearance dated \_\_\_\_\_, I (and/or my immediate relative) have/has not executed a trade / transaction due to \_\_\_\_\_ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

Signature : \_\_\_\_\_

Name:

Designation:



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**(Annexure-6)**  
**Initial Disclosure of Securities**

To,  
The Compliance Officer  
Ad-manum Finance Limited

Sub: Initial Disclosure of Securities

Dear Sir / Madam,

Pursuant to Ad-manum Finance Limited's Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I, \_\_\_\_\_, \_\_\_\_\_ (Designation & Dept.) of the Company hereby submit the following details of securities held in the Company as on May 15, 2015 being date of Regulations taking effect.

<b>Name</b>	<b>Relationship</b>	<b>DP &amp; Client ID / Folio No.</b>	<b>No. of Share</b>
Self			
Other Relatives, relation-wise			

Date:  
Place:

Signature:  
Name:  
Designation:





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### (Annexure-7)

### Form for disclosure of existing holdings of equity shares / other securities of the Company

From

Name:-

Designation:-

DIN / Employees Code:-

PAN:-

Address:-

To

The Compliance Officer

Ad-manum Finance Limited

Dear Sir,

With reference to above, I wish to inform you that I am working as \_\_\_\_\_ and declare that have read the "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015" (Code) of the Company and declare that I along with my immediate relatives are holding equity shares / other Securities of the Company as follows :-

#### I. Statement of holdings in my name:

Name	Securities held as on date			Date on which Securities were purchased / sold
	Type of Security (For	Folio No./ DP ID/ Client ID	No. of Securities held	



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	e.g. Shares, Warrants, Convertible Debentures, etc.)			

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

### II. Details of Securities held by my immediate relatives:

Name of relative and PAN	Relationship	Securities held as on date			Date on which Securities were purchased / sold
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units	Notional value in	Contract Specifications	Number of units	Notional value in





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	(contracts * lot size)	Rupee terms		(contracts * lot size)	Rupee terms

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature:

\_\_\_\_\_

(Name : \_\_\_\_\_)



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### Annexure-8

### Form for Annual disclosure of holdings of equity shares / other securities of the Company

From

Name:-

Designation:-

DIN / Employees Code:-

PAN:-

Address:-

To

The Compliance Officer

Ad-manum Finance Limited

Sir,

With reference to above, I wish to inform you that I along with my immediate relatives are holding equity shares/other Securities of the Company as follows:

#### I. Details of holdings in my name:

Name	Securities held as on April 1, ____			Date on which Securities were purchased during the financial year	Date on which Securities were sold during the financial year	Securities held as on March 31, ____		
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID/ Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID/ Client ID	No. of Securities held



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Open interest of the future contracts held as on April 1, ____			Date on which futures contracts were purchased during the financial year	Date on which futures contracts were sold during the financial year	Open interest of the future contracts held as on March 31, ____		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms			Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

  

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms



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### III. Details of holdings in name of my immediate relative:

Name of relative and PAN	Relationship	Securities held as on April 1, _____			Date on which Securities were purchased during the financial year	Date on which Securities were sold during the financial year	Securities held as on March 31, _____		
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

  

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms





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I / we declare that I / we have complied with the requirements of Company's Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 pertaining to the minimum holding period of six months with respect to the Securities purchased during the year.

(Name : \_\_\_\_\_)

Signature: \_\_\_\_\_



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