

of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

[Explanation –For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows]

f) "**Connected Person**" means,-

(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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board;
- (i) a banker of the company; or

- b. set and implement high standards of transparency, integrity, accountability and corporate social responsibility in all dealings.

AUTHORITY

The code of conduct has been approved by the Board of Directors of the Company pursuant to Clause 49 of the Listing Agreement at their duly held meeting.

APPLICABILITY

This code shall be applicable to all the Officers of the company.

CODE OF CONDUCT

The Officers of the company shall always act in the best interests of the Company and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

A. ROLE OF COMPLIANCE OFFICER:

The Compliance Officer shall be designated so and be a financially literate, senior officer capable of appreciating requirements for legal and regulatory compliance. The Compliance Officer shall report to the Board of directors and provide reports on dealing in Securities by Designated Persons to the Chairman of the Audit Committee on a quarterly basis. For the purpose of this Code, the Compliance Officer shall be the Company Secretary.

In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, shall carry out the responsibilities of the Compliance Officer as required under this Code and the Regulations.

The Compliance Officer shall be responsible for :-

- administering this Code and other requirements under the SEBI Insider Trading Regulations for compliance of the policies, procedures prescribed therein.
- setting forth policies, procedures, maintenance of records and monitoring adherence to the rules for preservation of UPSI;
- monitoring of trades and implementation of this Code under the overall supervision of the Board of Directors of the Company;
- providing disclosures to the stock exchange as required under the SEBI Insider Trading Regulations;

2. No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation – The term “legitimate purpose” shall include but not be limited to 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 this policy or the SEBI Regulations.

Any person in receipt of Unpublished Price Sensitive Information pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of this policy and due notice shall be given to such persons to maintain confidentiality of such Unpublished price sensitive information in compliance with this policy.

3. Notwithstanding anything contained in this Code, any Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company
- (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made Generally Available Information at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For purposes of clause 3 above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of clause 3, and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

(iii) Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use

E. Prohibition on Insider Trading

An Insider shall not, directly or indirectly,-

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in C (i) above shall not apply to:

- (a) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- (b) Trades pursuant to a Trading Plan set up in accordance with these Rules.

F. Trading Window

- i. The Compliance Officer shall notify a 'trading window' during which the Officers of the company may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- ii. Officers of the company shall not Trade in the Company's securities when the trading window is closed.
- iii. Additionally, the trading window shall be closed in particular for an Officer of the company when the Compliance Officer determines that such person can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- iv. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

G. Re-opening of the trading window:

The timing for the re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall be not less than forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having

The compliance officer shall confidentially maintain a list of securities as a 'restricted list' which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

J. Additional trading restrictions on Designated Persons

- 1) No Director or Key Managerial Personnel shall enter into derivative transactions in respect of the securities of the Company.
- 2) All Officers of the company who Trade in the securities of the company shall not enter into an opposite transaction during the next six months following the prior transaction. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons recorded in writing provided that such relaxation does not violate the regulations.
- 3) In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

K. Trading Plan:

- 1) Officers of the company shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- 2) The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.
- 3) The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the officer is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the officer shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

The Company is empowered to take appropriate action against any person, who violates this Code. Such action may include wage freeze, suspension, ineligibility for future participation in employee stock option plan, recovery, etc.

Q. Compliance with Laws & Regulations

The Officers of the company should comply with all the applicable laws, rules and regulations for the time being in force both in letter and in spirit.

R. Violations of the Code

The Officers of the company shall ensure compliance with the Code. The Company will take appropriate action against any Officers of the company whose actions are found to violate the Code, after giving him/her a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities/regulators and enforcement agencies.

S. Modification and Amendments

The Company reserves the right to modify and/or amend this Code at any time. This Code and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

T. Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website www.csfinance.in.

U. REPORTING OF ALLEGED VIOLATIONS

Retaliation for reporting suspected violations is strictly prohibited under this policy. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Acknowledgement

The Officers of the company shall acknowledge receipt of the Code and confirm having received and read this code of conduct and agree to comply with the code.

I hereby undertake and confirm that,

- 1) I do not have any access or have not received "Unpublished Price Sensitive Information" up to the time of signing this undertaking
- 2) In case I have access to or have received " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer of the change in my position and that I and my immediate relatives would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- 3) I have not contravened the prevailing Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- 4) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,

Yours sincerely,

Place:
Date:

Signature:
Name :
Designation :
& Department

E-Mail ID for Communication of Approval:

PART-B

REPORTING OF TRADES NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE AND REASONS THEREOF

Date:

The Compliance Officer

CSL FINANCE LIMITED
410-412, 18/12, 4th Floor, W.E.A, Arya samaj
Road, Karol Bagh, Delhi-110005

I, _____, a Designated Person/ Director of the Company, hereby declare that with reference to pre-clearance of trade approved granted by the Company on _____, I hereby inform that I have not bought/sold/subscribed for _____ equity shares of the Company within seven trading days from the date of pre-clearance obtained due to _____(mention the reason).

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member of
the promoter group]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% Shareholding of
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Place:
