

FEDEX SECURITIES PRIVATE LIMITED

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSON(S)

**[Under Regulation 9(1) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]**

SECTION I: INTRODUCTION

1. Fedex Securities Private Limited (hereinafter referred to as “the Company”) endeavors to preserve the confidentiality and prevent the misuse of Un-published Price Sensitive Information (“UPSI”) that is handled by it as a fiduciary and intermediary to its Client Company (ies).
2. The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all applicable laws and regulations and achieving highest standards of corporate governance.
3. To achieve the above stated objectives, the Company hereby notifies Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) (hereinafter referred to as “Code”) under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “SEBI (PIT) Regulations”).

SECTION II: OBJECT OF THE CODE

1. The Code aims to:

- 1.1 Promote ethical behavior among Designated Person(s) and a Culture of trust, honesty, integrity, transparency, accountability by restricting Designated Person(s) to use any UPSI of its Client Company, handled by them in the course of business operations, to their own personal advantage at the cost of stakeholders, Company and Client Company and to put in place a framework for prohibition of insider trading in Securities of its Client Companies and to strengthen the legal framework thereof.
- 1.2 Elucidate and inform to all Designated Person(s) that they have a responsibility and duty to preserve the confidentiality of all UPSI obtained in the course of their day to day operations.
- 1.3 Ensure that Designated Person(s) adheres to all applicable laws and regulations to them.

SECTION III: DEFINITIONS & INTERPRETATIONS

1. Definitions: For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

- 1.1** “**Act**” means the Securities and Exchange Board of India Act, 1992;
- 1.2** “**Associate Company**” means such Company as defined under section 2(6) of the Companies Act, 2013, as amended from time to time.
- 1.3** “**Board of Directors**” shall mean the Board of Directors of the Company;
- 1.4** “**Code**” or “**the Code**” or “**this Code**” shall mean this Code i.e. Fedex Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s), as amended from time to time;
- 1.5** “**Client Company and Companies where Fedex Securities Private Limited (“Fedex”) is in Fiduciary Relationship**”

shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and this Code of Conduct.

- 1.6** “**Company**” or “**the Company**” means Fedex Securities Private Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 2nd Floor Jay Chambers | Nanda Patkar Road | Near Rane Hospital | Vile Parle (East) | Mumbai - 400 099;
- 1.7** “**Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI (PIT) Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades and the implementation of the codes specified in the SEBI (PIT) Regulations under the overall supervision of the Board of Directors.

“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.”

1.8 “Connected Person” means:

- 1.8.1** any person who is or has during the six months prior to the concerned act been associated with the 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 UPSI or is reasonably expected to allow such access.
- 1.8.2** 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(s) of Connected Persons specified in clause 1.15; 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 SEBI; 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 the Company or his Immediate Relative(s) or banker of the Company, has more than ten per cent, of the holding or interest.

1.9 “Designated Person(s)” shall include:

- a.** Promoter(s) of the Company;
- b.** Executive Director(s) of the Company;
- c.** Chief Executive Office and Key Managerial Personnel of the Company as defined in the Companies Act, 2013;
- d.** Secretaries or Personal Assistant of those mentioned in (c);
- e.** All Employees of the Company including interns excluding Support staff as determined by the Compliance Officer;
- f.** Such other persons as may be notified by the Compliance Officer from time to time on the basis of their functional role in the Company and having due regard to the access that such role and function would provide to UPSI.

1.10 “Director” shall mean and include a member of the Board of Directors of the Company;

1.11 “Employee(s)” means every Employee of the Company including Permanent Employees, Contractual Employees, apprentices, trainees etc.

1.12 “Financial Year” shall have the same meaning as defined under section 2(41) of the Companies Act, 2013, as amended from time to time.

1.13 “HOD” shall mean Head of Department;

1.14 “Holding Company” means such Company as defined under section 2(46) of the Companies Act, 2013, as amended from time to time.

1.15 “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;

1.16 “Insider” means any person who is:

- a.** Connected Person; or
- b.** in possession of or having access to Unpublished Price Sensitive Information;

1.17 “Key Managerial Person” such person as defined under section 2(51) of the Companies Act, 2013, as amended from time to time.

1.18 “Ordinary course of business” includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

1.19 “Promoter” such person as defined under section 2(69) of the Companies Act, 2013, as amended from time to time.

1.20 “Restricted Securities” means Securities of such Companies as defined by the Compliance Officer from time to time in which Trading is restricted by the Designated Person(s).

1.21 “SEBI” means Securities and Exchange Board of India

1.22 “SEBI (PIT) Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

1.23 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.24 “Subsidiary Company” means a Company as defined in section 2(87) of the Companies Act, 2013, as amended from time to time.

1.25 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in Securities of a Company, and "Trade" shall be construed accordingly;

1.26 “Trading Window” means the period during which Trading may be carried out in the Listed Companies' by Designated Person(s) in accordance with the Insider Trading Regulations.

1.27 “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Securities as mentioned in list of restricted securities (ies), and intimated to the Company by its Client Companies, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities of the Client Company (ies) and shall, ordinarily include but not be restricted to, information relating to the following:

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. changes in Key Managerial Personnel; and
- f. such other events/ information as may be determined by the respective Client Company.

SECTION IV: APPLICABILITY OF CODE

1. The Code shall be applicable to Designated Person(s) and Immediate Relative(s) of Designated Person(s).

The expression “Designated Person(s)” in any portion of this Code shall be construed to include his Immediate Relative(s).

SECTION V: ADMINISTRATION OF CODE BY COMPLIANCE OFFICER

1. The Board of Directors has the Compliance Officer under this Code, who shall report and act under the overall supervision of the Board of Directors.
2. The Compliance Officer shall, *inter alia*, be responsible for:
 - 2.1 Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI;
 - 2.2 Monitoring of Trades and the implementation of this Code and obtain requisite declarations from the Designated Person(s) to prevent the acts of Insider Trading;
 - 2.3 Providing reports to the Board of Directors on a half yearly on the compliance status and such other additional reports as the situations may warrant;
 - 2.4 Assist all the Designated Person(s) in addressing any clarifications regarding SEBI (PIT) Regulations and the Code.

SECTION VI: RESTRICTION ON SHARING OR COMMUNICATION OF UPSI AND FORMULATION OF CHINESE WALLS

1. Restriction on Sharing or Communication of UPSI

- 1.1** All information shall be handled within and outside the Company on a need – to – know basis and no UPSI shall be communicated, directly or indirectly, by Designated Person(s) to any person except in furtherance of his/her legitimate purposes, performance of duties or discharge of his/her legal obligations.
- 1.2** The Designated Person(s) before communicating any UPSI to any Person shall first approach to the HOD who shall be responsible for assessing the need to share such information. The HOD on being satisfied shall give confirmation to the Designated Person(s) upon which the Designated Person(s) may communicate the UPSI. In case the Designated Person(s) himself / herself is the HOD, he/she shall assess the need and if on being satisfied can share the UPSI.
- 1.3** No Designated Person(s) shall procure from or cause the communication by any person of UPSI except where such procurement is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- 1.4** For the purpose of this section, Legitimate Purpose means sharing of UPSI by the Company for any purpose satisfying the following factors:
 - i. Must be shared in the Ordinary course of business;
 - ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
 - iii. Information is not being shared for personal benefit.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of this Code and SEBI (PIT) Regulations.

- 1.5** Before communicating any UPSI to any person for legitimate purpose outside the Company, Designated Person(s) shall further take requisite information (including Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available) and Non – Disclosure Agreement ensuring that the UPSI will not be disclosed by such person to any other person for any reasons what so ever.

- 1.6 Further any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an Insider and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code and SEBI (PIT) Regulations.
- 1.7 Designated Person(s) shall only communicate UPSI (*as referred in point 1.1 above*) or request to procure UPSI (*as referred in point 1.3 above*), through his / her official email id or such other modes as may be determined by the Board of Directors from time to time.

2. Chinese Wall

- 2.1 To prevent the misuse of UPSI, the Company has adopted following norms for Chinese Wall procedures, which separates those departments which routinely have access to UPSI, considered as ‘Inside Areas’ from other departments providing support services, considered as ‘Public Areas’:
 - The Designated Person(s) in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas, except in accordance with the Policy on determination of legitimate purposes.
 - Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
 - The determination of various departments as Inside Areas will be determined by the Compliance Officer
- 2.2 Designated Person(s) within a Chinese wall shall be responsible to ensure the Chinese Wall is not breached deliberately or inadvertently.
- 2.3 Designated Person(s) should take care to ensure that UPSI is not posted on IT systems that are accessible outside specific Inside areas (e.g. Intranet).
- 2.4 The establishment of Chinese walls is not intended to suggest that UPSI can circulate freely within Inside Areas. The ‘need-to-know’ principle shall be fully in effect even within Inside Areas.

SECTION VII: TRADING BY DESIGNATED PERSON(S)

1. Trading Window and Window Closure:

- 1.1** The Compliance Officer shall maintain a list of Restricted Securities which shall be intimated by the Compliance Officer to all Designated Person(s) from time to time.
- 1.2** The Trading Window for Securities as mention in list of Restricted Securities shall be closed by the Compliance Officer; from the date activation of relevant security as a lead and continue till expiry of 6 months from the date of completion of assignment of the relevant security.
- 1.3** The Designated Person(s) may Trade in Securities as mentioned in list of Restricted Securities only when the Trading Window, as decided by the Compliance Officer, is open and shall not Trade in such Securities during the period when the Trading Window is closed.
- 1.4** The Compliance Officer is also authorize to extend the period of Trading Window closure, in case he believes that the Designated Person(s) might have UPSI for a longer period. The Trading Window may also be closed when the Compliance Officer determines that a Designated Person(s) or class of Designated Person(s) can reasonably be expected to have possession of UPSI.

2. Pre – clearance of Trades:

- 2.1** The Designated Person(s) shall not Trade in Securities as mentioned in list of Restricted Securities' during the closure of Trading Window as specified in point 1 above.
- 2.2** Accordingly, no Designated Person(s) shall apply for pre – clearing a security as mentioned in list of Restricted Securities from the date of its activation as a lead till expiry of 6 months from the date its assignment is marked completed.

3. Contra Trading or Minimum period of holding of Securities:

- 3.1** The Designated Person(s) shall not Trade in Securities as mentioned in list of Restricted Securities' during the closure of Trading Window as specified in point 1 above.

3.2 Accordingly, no Designated Person(s) shall Trade or contra Trade in a security as mentioned in list of Restricted Securities from the date of its creation as a lead till expiry of 6 months from the date its assignment is marked completed.

4. Execution of Trade by Designated Persons

4.1 Trading by Designated Persons shall be subject to the pre-clearance by the Compliance Officer, if the value of the proposed transaction or series of transactions over a calendar quarter in the client companies or companies where Fedex is in fiduciary relationship aggregates to a traded value of **₹10 Lakh** or above. The Form for applying for pre-clearance of trade is enclosed at **Annexure – I**. No trade shall be executed by the Designated Person when in possession of any Unpublished Price Sensitive Information relating to the Client Companies or its securities.

4.2 Prior to granting of pre-clearance of trade to the Designated Person, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information relating to such client company or company where Fedex is in fiduciary relationship. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. Once the trade is executed, the Designated Person shall report such execution of Trade to the Compliance Officer in the format enclosed at **Annexure – II**.

4.3 The window for executing the trade by Designated Person pursuant to having obtained the pre-clearance shall be 7 trading days. In case the trade is not executed within 7 trading days, the pre-clearance shall elapse and the Designated Person will have to obtain fresh pre-clearance for executing such trade. In case the Designated Person has not executed the proposed trade after obtaining of pre-clearance shall report the same to the Compliance Officer in the format enclosed at **Annexure – III**.

4.4 Once a trade is executed by the Designated Person, he/she shall not be allowed to execute any contra-trade for a period of not less than 6 months. In case the Designated Person has to enter into a contra-trade within a period of 6 months of the execution of the initial trade, an application seeking relaxation shall be made to the Compliance Officer. The Compliance Officer on ensuring that the Designated Person is not in possession of any unpublished price sensitive information and that the proposed trade is not in contravention to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2018 may grant such permission.

SECTION VIII: DISCLOSURE BY DESIGNATED PERSON(S)

Not with standing anything contained elsewhere in any section of the Code, Only Designated Person(s) shall file the disclosures as stated in this section:

1. Designated Person(s) shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis to the Compliance Officer and as and when the information changes:
 - a) Immediate Relative(s)
 - b) Persons with whom such Designated Person(s) shares a material financial relationship.
 - c) Phone, mobile and cell numbers which are used by them

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

2. Designated Person(s) shall be required to disclose names of educational institutions from which they have graduated and names of their past employers on a one time basis.
3. The Designated Person(s) shall be required to give an undertaking to the Compliance Officer stating his compliance to this Code and SEBI (PIT) Regulations within 30 days from the end of each Financial Year.
4. The Designated Person(s) shall, every 6 months (*within 7 days from the 1st day of April and within 7 days from the 1st day of October*), provide their Statements of Holdings, if any, in Restricted securities, to the Compliance Officer. The Compliance Officer, may, if he/ she deems necessary may even ask for any particular Designated person's Transaction statement, even during any intervening period. Any new joinees will provide the same, as on the date of joining within 7 days of Joining the Company.

SECTION IX: INTRODUCTION OF INDIVIDUALS ON SENSITIVE TRANSACTIONS THAT MAY INVOLVE OR GIVE RISE TO UPSI

1. In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the Designated Person(s) shall first intimate to the HOD and the respective HOD to which the transaction pertains shall:
 - Brief the individuals (*Designated Persons and other Insiders*) and make them aware about their duties and responsibilities after receiving such sensitive information.
 - Brief about the penalties and liabilities that attaches to misuse of such information as provided to such persons.
 - Get a signed Non – Disclosure agreement or such other agreements as deem fit (*from persons other than Designated Persons*) by the HOD so as to ensure that no leak of UPSI takes place.
 - Take Permanent Account Number or any other identifier authorized by law from such persons to whom such information is being given.
 - Intimate the same to the Compliance Officer with all such requisite details of sharing such information.
 - The Compliance Officer may ask for such additional information or do such additional acts as he may deem fit to ensure the Compliance of this Code and SEBI (PIT) Regulations.

SECTION X: PENALTY FOR CONTRAVENTION OF THE CODE

1. Penalty for contravention of the Code:

- 1.1** Any person who communicates any information for Trading or Trades in Securities as mentioned in list of Restricted Securities in contravention of this Code may be penalized and appropriate action would be taken by the Company.
- 1.2** Every Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relative(s)).
- 1.3** In case Compliance Officer observes that any person has violated this Code or SEBI (PIT) Regulations, shall promptly inform the Board of Directors and SEBI.
- 1.4** Any Person who violates the Code shall be subject to disciplinary action by the Company, which may include wage/salary freeze, suspension, recover, clawback, etc.
- 1.5** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (PIT) Regulations.
- 1.6** Any profit made by any person shall be liable to be disgorged for remittance to the SEBI for credit to its Investor Protection and Education Fund.

SECTION XII: MISCELLANEOUS

1. Jurisdiction:

- 1.1** In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Mumbai.

2. Responsibility:

- 4.1** The responsibility of complying with the provisions of SEBI (PIT) Regulations and the Code shall be entirely on the Designated Person(s) of the Company including for compliances by their Immediate Relative(s).

ANNEXURE-I

Application for Pre-Clearance of Trade in the securities of Client Companies and in case of Companies where Fedex is in Fiduciary Relationship

To

The Compliance Officer

This is to state that I am intending to Trade(*) in the following Securities of (Name of the Company):(Specify separately for Equity and Debentures / Bonds)

1. _____ (Equity Shares)
2. _____ (Debentures / Bonds)

This is to confirm that my security holding in (Name of the Company) as on date is as under: (Specify separately for Equity and Debentures / Bonds)

1. _____ (Equity Shares)
2. _____ (Debentures / Bonds)

I hereby declare that:

- a) I do not have any access or has not received “unpublished price sensitive information” of the Client Company or the Company where Fedex is in fiduciary relationship upto the time of making this application/declaration;
- b) I shall execute the per-cleared trades within 7 Trading Days from the date of obtaining of the pre- clearance, failing which I shall obtain fresh pre-clearance to execute trades. I shall also report to the Compliance Officer in case I do not execute the pre-cleared trade within the stipulated period;
- c) In case I become aware of any UPSI before the execution of Trade pursuant to this application for pre- clearance, such Trade will not be executed.
- d) I shall not execute a Contra-Trade for a period of at least 6 (six) months from the date of execution of the Trade;
- e) I shall immediately remit the profits earned from execution of contra trade executed inadvertently or in violation of restrictions imposed;
- f) I have not, at any time, contravened the code of conduct for prevention of insider trading as notified by the Company from time to time; and
- g) The disclosure made by me is full and true to the best of my knowledge and belief.

I hereby undertake to inform of any change in my position relating to access of unpublished price sensitive information with respect to the Client Company/ Company where Fedex is in fiduciary relationship, after signing this undertaking but before execution of the Trade and will refrain from dealing in the securities till the time such information becomes public.

Name –

Designation -

Employee Code No –

Signature of the Applicant –

Date –

*Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities and includes pledge of securities.

ANNEXURE-II

Name of the company:

ISIN of the company:

Details of change in holding of Securities of Client Companies / Companies where Fedex is in Fiduciary Relationship:

Name, PAN, CIN/DIN and address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relatives to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed			Securities held post acquisition/disposal		Date of allotment advice/ acquisition/nof sh a res/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market / public / rights/ preferential offer / off market / Inter-se transfer , ESOPs etc.)	
		Type of security(For e.g. Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security(For e.g. – Share s, Warra n t, Conv er tible Debe nt ure s etc.)	No. and % of share holding	From	To		

**Name –
Signature—
Date**

ANNEXURE-III

Report on Non-Execution of Trade after obtaining Pre-Clearance of Trade in Securities of the Client Companies or Companies where Fedex is in Fiduciary Relationship.

To
The Compliance Officer

Subject: Non-Execution of Trade after obtaining Pre-Clearance of Trade

This is in reference to the pre-clearance obtaining dated _____ for executing Trade in the following Securities of _____ (Name of the Company). **(Specify separately for Equity and Debentures / Bonds)**

1. _____ (Equity Shares)
2. _____ (Debentures / Bonds)

In this regard, this is to confirm that the undersigned have not executed the approved trade for the following reasons:

1. _____
2. _____

This is to further confirm that in case, any future trade is proposed to be undertaken by the undersigned in the securities of the Client Company or the Company where Fedex is in fiduciary relationship crossing the threshold as prescribed in the “Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons” (Code), the undersigned shall obtain fresh pre-clearance from the Compliance Officer and that the trade will be executed in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and as per the Code.

Name –

Designation -

Employee Code No –

Signature of the Applicant –

Date –