

PROFECTUS CAPITAL PRIVATE LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. INTRODUCTION:

The Board of Directors of Profectus Capital Private Limited ("**the Company**") have adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the "**Code**") accordance with the Regulation of 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "**Regulations**").

2. PURPOSE

This Code is framed pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "**UPSI**").

3. DEFINITIONS:

- a) "**Act**" means the Companies Act, 2013 (Act No. 18 of 2013) or any previous thereof and includes any Rules and Regulations framed thereunder.
- b) "**Board**" means Board of Directors of the Company.
- c) "**Company**" shall mean Profectus Capital Private Limited.
- d) "**Compliance Officer**" means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board or the head of the Company, as case may be.
- e) "**Designated Persons**" shall mean:
 - a) All Directors of the Company;
 - b) Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO) or any such equivalent position, Company Secretary and Functional Heads;
 - c) Promoters of the Company including the members of the Promoters' group;
 - d) Employees up to two levels below CEO;
 - e) Such other employees working in the inside areas or having access to UPSI, as may be determined by the Compliance Officer from time to time;

- f) **"Unpublished Price Sensitive Information"**(UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, delisting, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel, as per Companies Act;
- g) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;
- h) **"Insider"** means any person who is
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- i) **"Insider Trading Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- j) **"SEBI"** means Securities and Exchange Board of India.
- k) **"Securities"** shall mean the securities issued by the Company from time to time, which are listed or proposed to be listed on any recognised stock exchange(s).
- l) **"Stock Exchange"** shall mean a recognised stock exchange on which the securities of the Company are listed.

4. PRINCIPLES OF FAIR DISCLOSURE

To adhere to the principles as mentioned in Schedule A to the Regulations, Profectus Capital shall:

- 4.1 Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is "generally available" i.e., to make the information accessible to the public on a non-discriminatory basis.
- 4.2 Uniform and universal dissemination of UPSI to avoid selective disclosure.
- 4.3 To ensure prompt dissemination of UPSI that gets selectively disclosed, inadvertently or otherwise , to make such information generally available.

- 4.4 Company Secretary can respond to enquiries from the Stock Exchanges or other regulators, with the approval of Whole-time Director & CEO or by the Chief Financial Officer (CFO) of the Company.
- 4.5 Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.
- 4.6 Ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 4.8 Handling of all unpublished price sensitive information on a need-to-know basis.
- 4.9 Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

5. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

5.1 For determining legitimate purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
- b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.
- c) Subject to the conditions prescribed in (a) and (b) above, UPSI can be shared with Designated Persons, Partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or Other Advisors Or Consultants, Credit Rating Agencies, Bankers, such other person as may be decided by the Compliance Officer from time to time etc., in respect of the proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

6. PROCEDURE IN CASE OF LEAKAGE OF UPSI:

In case of any leak or suspected leak of Company's UPSI, the Whole-time Director & CEO of the Company together with the Compliance Officer (where such leakage is determined suo moto) or the Audit Committee (where such leakage is intimated to the Audit Committee by a whistle blower), shall hold an inquiry into the same and provide a report thereon to the Board of Directors which shall also include corrective measures taken for preventing such leakage in future. The Whole-Time Director /

Compliance Officer/ Chairman of Audit Committee/Chief Financial Officer (“Authorized Persons”) may hold the inquiry procedure as stated below.

Inquiry Procedure:

- a) The complaints regarding leak or suspected leak of UPSI will be reviewed by the Authorized Persons. If an initial review by the Authorized Persons indicates that the said complaints do not have basis or it is not a matter to be investigated under this Code, it may be dismissed at initial stage and the decision thereon shall be recorded. All such cases shall be reported to the Audit Committee at its next meeting held thereafter.
- b) The Authorized Persons may make further investigation, if necessary and provide an update to the Board of Directors in this regard. The Authorized Persons may appoint one or more persons/entities, including external consultant(s), to investigate or assist in the investigation of any instance of leak or suspected leak of UPSI and such person shall submit the report to the Authorized Persons.
- c) The Authorized Persons shall endeavor to complete the investigation within 60 days of the receipt of the complaint of leak or suspected leak of UPSI or such instance coming to the knowledge of Authorized Persons, as the case may be. Where the Authorized Persons require additional time to complete the inquiry, they may, where necessary, provide an interim update to the Audit Committee/Board of Directors.
- d) The Authorized Persons will make a detailed written record of investigation of each instance of leak or suspected leak of UPSI. The record will include facts of the matter, finding of the investigation, Disciplinary or any such actions to be taken against any person and the corrective actions required to be taken in this regard.
- e) The details of inquiries made under this Code along with the results of such inquiries shall be informed to the Audit Committee and Board of Directors of the Company. Further, the Company shall promptly inform SEBI of such leaks, inquiries and results thereof.

7. AMENDMENT IN APPLICABLE LAW:

Any subsequent amendment in the Act or any other applicable law in this regard, shall automatically apply to this Code. Accordingly, this Code shall be duly revised to incorporate any amendments.

Other terms not specifically defined here shall have the same meaning as assigned under the code of conduct for prevention of Insider Trading adopted by Profectus Capital Private Limited and ‘the Insider Trading Regulations’.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

8. REVIEW OF CODE

The Fair Disclosure Code is subject to review by the Board of Directors at any time, as it deems fit, or from time to time.

9. IMPLEMENTATION:

This Code shall be communicated to all Directors, Key Managerial Personnel and concerned persons of the Company and the same shall be effective immediately on approval by the Board of Directors.
