

CODE FOR PROHIBITION OF INSIDER TRADING

Date: 20 July 2015

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1. INTRODUCTION

Insider Trading is dealing (buying and / or selling) in the securities by the Shareholder Company, by any connected or deemed to be connected persons while in possession of any material un-published price sensitive information, in breach of a fiduciary duty or other relationship of a trust and confidence, to gain personal benefit out of such dealing.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations") replaced the *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992* w.e.f. 15th May, 2015. The SEBI Regulations requires every listed company shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations and enforce a code of internal conduct and procedures based on the Model code provided therein.

In Compliance with the said requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the "Code").

This Code shall come into force on 20 July, 2015.

2. OBJECTIVE

Strategic Growth Advisors Private Limited (hereinafter referred to as "the Company") is a Management Consultancy Company. The Company endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information relating to all its Clients. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every Director, Officer, all Employees and Connected person of the Company are Insiders and has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Directors, Officers, all Employees and Connected persons of the Company should not use their position to gain personal benefit by dealing in shares & securities of any clients of the Company. To achieve these objectives, the Company hereby notifies this **Code of conduct**.

3. DEFINITIONS

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) "**Board**" means the Securities and Exchange Board of India.
- c) "**Code**" means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) "**Company**" means Strategic Growth Advisors Private Limited.

- e) **“Compliance Officer”** means the Company Secretary of the Company or any other senior level employee who shall act as such and designated as the compliance officer of the Company.
- f) **“Connected Person”** means the persons so defined in the Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto to the extent applicable to the Company.
- g) **“Designated Persons”** shall include Connected Persons and Employees of the Company.
- h) **“Employee(s)”** mean employee(s) of the Company, whether working in India or abroad.
- i) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- j) **“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.
- k) **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- l) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- m) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- n) **“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.
- o) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- p) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- q) **"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 and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.
- r) **"Key Managerial Personnel"**, in relation to the Company, means:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer as may be prescribed

Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 there under shall have the meanings respectively assigned to them in those legislation.

4. Compliance Officer:

4.1. The Compliance Officer shall report to the board of directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.

4.2. The Compliance Officer shall be responsible for setting forth the policies, procedures, maintenance of records and monitoring adherence to the rules for the preservation of unpublished price sensitive information relating to Clients offered Management Consultancy by the Company.

5. Preservation of Unpublished Price Sensitive Information

5.1 Each and every employee shall maintain the confidentiality of the price sensitive information of Client Companies. No such information is to be passed on to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

Following practices should be followed in this regard:

Need to Know

Information shall be handled within the Company on a need-to-know basis. No unpublished price sensitive information of any client should be disclosed to any person outside the company. Within company, it should be disclosed only to those who need the information in furtherance of the person's legitimate purposes, performance of duties or discharge of his legal obligations.

Disclosure

All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access

All manual files containing confidential information shall be kept secure. File containing confidential information should be deleted / destroyed after its use. All Employees will ensure the adherence of the same.

6. Prevention of Misuse of "Unpublished Price Sensitive Information"

6.1. No employee, connected persons, designated persons, insider or any of the immediate relative shall

- Trade in Securities of any clients of the Company either on their own behalf or on behalf of any other person; or
- Communicate, provide or allow access to any unpublished price sensitive information, relating to a client or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7. General Provision:

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / designated employees for a minimum period of five years.

The Compliance Officer shall place before the Managing Director , on a quarterly basis all the details of the employees not holding any form of securities in any client companies through Certificates given by the Employees. Format is given at the end.

8. Penalties:

Every Designated 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 dependents). Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company. The penalties will be as per the Securities Contract (Regulation) Act, 1956.

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulations or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

Format of Quarterly Certificates given by Insider

From:

Name of Insider
Address

To,
Strategic Growth Advisors Pvt. Ltd.
402, Pressman House, Near Orchid Hotel,
Nehru Road, Vile Parle (E)
Mumbai – 400 099.

Certification

I, _____, working as _____ for Strategic Growth Advisors Private Limited (the “Company”), do hereby affirm and certify that I and my family members (the “family”):

- (a) do not hold any shares or securities of the Clients of the Company and
- (b) Would not deal in the shares or securities of the Clients of the Company till continuation of my association with the Company

Clients mean “Corporates with whom the Company has signed Engagement letters for various assignments and the Directors and Employees of the Company are working on these assignments from time to time – listed herein below”.

Clients as on _____:

- 01. Name of Clients
- 02. Name of Clients
- 03. Name of Clients

This Certificate is provided by me in adherence to the SEBI (Prohibition of Insider Trading) Regulations 2015 and amendments thereon.

Signature of the Insider

Date:
Place: