

## **Provestment Services Limited (“The Company”)**

### **Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

#### **I. PREFACE**

1. This Code of Conduct will be known as “Provestment Services Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders” (hereinafter referred to as “Code”).
2. This Code has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and updated pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Regulations").
3. This Code of Conduct has been approved by the Board of Directors of the Company .
4. Subsequent modification(s) / amendment (s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code. Further, the Company reserves its right to amend or modify the Code in whole or in part, at any time, when it deems appropriate.

#### **II. APPLICABILITY**

This code shall apply to:

1. Directors, Key Managerial Personnel, Designated Employees of Provestment Services Limited (“the Company”) and their dependents;
2. Employees of Subsidiar(y)ies of the Company in grade of director and above and their dependents;
3. Key Managerial Personnel of Subsidiar(y)ies of the Company and their Dependents.

#### **III. DEFINITIONS**

(a) “Act” means the Securities and Exchange Board of India Act, 1992;

(b) “Board” means a Securities and Exchange Board of India.

(c) “Body Corporate” means a body corporate as defined in section 2(11) of the Companies Act, 2013;

(d) “Compliance Officer” means Company Secretary of the Company and in his absence any other senior officer, designated so and reporting to the Board of Directors as mentioned in the Regulations.

(e) “Dealing in Securities or Trading ” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.

(f) “Dependent(s)” includes 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.

(g) "Designated Employee(s)" shall mean:-

- i. Directors and Key Managerial Personnel of the Company;
- ii. who are Head of Departments;
- iii. All employees irrespective of the grade level in the Finance, Accounts, Audit and Secretarial department;
- iv. Such other employees who may be so designated, from time to time, by the Board of Directors for the purpose of this Code and who may be able to have access to any 'unpublished price sensitive information' as defined in this Code or the Regulations

Further Designated Employees shall also include the Key Managerial Personnel and the employees of the subsidiaries of the Company.

(h) "Director(s)" means a Director appointed on the board of the Company..

(i) "Insider(s)" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(j) "Key Managerial Personnel" means key managerial personnel as defined in the Companies Act, 2013 and includes

- (a) Chief Executive Officer;
- (b) Managing Director;
- (c) Manager;
- (d) Company Secretary;
- (e) Whole-Time Director;
- (f) Chief Financial Officer.

(k) "Regulations" means SEBI (Prohibition of Insider Trading) Regulations, 2015

(l) "Securities" means Securities of the Company and shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

#### **IV. FUNCTIONS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER**

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

(1) Setting forth policies, procedures, monitoring adherence to the Code and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre-clearance of trades, record of all disclosures received and monitoring of trades and implementation of this Code.

(2) Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and incorporate changes from time to time.

(3) Assisting all employees in addressing any clarifications in the Regulations or this Code.

(4) Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.

(5) Advising all Directors, Promoters, Key Managerial Personnel and Designated Persons to furnish the details of transactions in the securities of the Company as stated in this Code in the prescribed form and to maintain a record of all the intimations received for a period of at least five years.

(6) Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.

(7) Shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board of Directors on quarterly basis.

#### **V. Communication or procurement of unpublished price sensitive information**

(1) All information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.

(2) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

(4) 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.

#### **VI. Restriction on trading when in possession of unpublished price sensitive information**

(1) Save as provided in this Code and the Regulations, no insider shall trade in securities of the Company when in possession of unpublished price sensitive information.

(2) Insiders shall maintain the confidentiality of all unpublished price sensitive information. They shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company.

## **VII. PREVENTION OF MISUSE OF 'PRICE SENSITIVE INFORMATION**

1. All Directors/ Key Managerial Personnel/Designated Employees/Connected persons of the Company shall be subject to trading restrictions as enumerated below.

### **2. Trading Window**

(i) The Company shall specify a trading period, to be called "trading window", for trading in the Company's Securities. The trading window shall be closed during the time the information is unpublished.

(ii) When the trading window is closed, the Directors/ Key Managerial Personnel /Designated Employees/Connected persons and their Dependents shall not trade in the Company's Securities in such period except where trading plan has been approved by the Compliance Officer.

(iii) The trading window shall be, inter alia, closed at the time of:-

a) Declaration of financial results;

b) Declaration of dividends;

c) change in capital structure by way of public/rights/preferential issue;

d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

e) changes in Key Managerial Personnel; and

f) material events in accordance with the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

(iv) The time for commencement of closing of trading window and re-opening of trading window shall be decided by the Company. However, in any case:

a) unless communicated otherwise, trading window will close at least 48 hours before the information becomes public.

b) the re-opening of trading window shall not be earlier than 48 hours after the information becomes public.

All Directors/Key Managerial Personnel/Designated Employees/Connected person of the Company shall conduct all their dealings in the Securities of the Company only in a valid trading window or as per approved trading plan and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed or where there is no pre-approved trading plan, or during any other period as may be specified by the Company from time to time.

## **VIII. Pre-clearance of Trades**

1. All Directors/Key Managerial Personnel/Designated Employees and their Dependents who intend to deal in the Securities of the Company shall preclear the intended transactions including those of 'Dependent' in the Securities of the Company as per the pre-dealing procedure described hereunder.

2. Such pre-clearance of trade would be applicable wherever any Key Managerial Personnel/Designated Employee/his Dependent intends to deal in the Securities of the Company in excess of the minimum threshold limit of market value exceeding Rs. 5,00,000/- or 1500 Securities whichever is less. Directors have to pre-clear their all intended transactions irrespective of value or number of Securities involved. Trades of the Compliance Officer which require pre-clearance in terms of the above shall be approved by the Managing Director or any Whole Time Director of the Company.
3. An application in “**Form I**”, as prescribed in Schedule I, shall be made to Compliance Officer, after obtaining the approval of departmental head, if any, indicating the estimated number of Securities that Director/ Key Managerial Personnel /Designated Employee intends to deal in and details of depository with which he has a depository account and such other details as may be required by any rule made by the Company in this behalf.
4. An undertaking in “**Form I**” shall be executed in favour of the Company by such Director/Key Managerial Personnel/ Designated Employee.

## **IX. Reporting Requirements**

### **Initial Disclosures:-**

- (1) Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days of this Code taking effect in **Form A**;
- (2) Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in **Form B**.

### **Continual Disclosures:-**

- (1) The Promoters, Directors, Employees of the Company shall disclose to the Company in Form C unless any other Form is specified by the Board, stating 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, exceeds the threshold limits as defined herein above;
- (2) The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.
- (3) The disclosure of the incremental transactions after any disclosure shall be made by persons as specified in (1) above, when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

## **X. Quarterly / Annual Disclosures**

Designated Persons shall furnish to the Compliance Officer the following:

- (1) Quarterly statement of transactions in securities of the Company in **Form IV** annexed hereto to be submitted within 30 days of the close of each quarter. If there is no transaction in a particular quarter, nil statement need not be submitted.

(2) Annual statement of all their holdings in securities of the Company to be submitted within 30 days of the close of each Financial Year in **Form V** annexed hereto.

**XI. Preservation of disclosures**

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a **minimum period of five years**.

**XII. Penalty for non-compliance of this Code**

(1) Any Promoter, Director, Employee or other connected person, who trades in securities or communicates any information for trading in securities in contravention of this Code, shall be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate by the Board of Directors which may include wage freeze, suspension, in-eligibility for future participation in ESOPs etc.

(2) In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action under SEBI Act. In case of any violation, the Board of Directors shall inform the Board accordingly.

**XIII. REPORTING REQUIREMENTS**

All Directors/ Key Managerial Personnel / Designated Employees/Connected persons are required to forward the following details of their Securities transactions to the Compliance Officer.

**1. Initial Disclosure**

All Directors/ Key Managerial Personnel shall be required to forward their details (including details of their Dependents) (as per "**Form II**" in Schedule II) of all holdings in Securities or voting rights held and positions taken in derivatives by such person to the Compliance Officer at the time of joining of the Company within 7 days of joining/appointment.

**2. Continual Disclosure**

All Directors/ Key Managerial Personnel /Designated Employees shall be required to forward following details of their Securities: -

- (i) Half Yearly Statement in "**Form III**", as prescribed in Schedule II of all holdings in Securities of the company within 30 days from the end of the half year.
- (ii) Annual statement in "**Form IV**", as prescribed in Schedule II of all holdings in Securities within 30 days from the end of the financial year.

### **3. Event Based Disclosure**

#### **Disclosures by Employees/Directors**

Every employee, Director of the Company and every Designated Employee shall disclose to the Company 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 Board.

#### **Disclosures by Connected persons**

All Connected persons who for the time being are in possession of Unpublished price sensitive information shall disclose to the Company the number of such Securities acquired or disposed of within five trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over one month, aggregates to a traded value in excess of five lakh rupees.

**Explanation 1:** The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account.

**Explanation 2:** It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this rule, shall be made when the transactions effected after the prior disclosure cross the threshold specified.

The Compliance Officer shall maintain a record of all the declarations given by all promoters, Directors, employees, Designated Employees and Connected persons for a minimum period of five years.

The Compliance Officer shall place before the chairman of audit committee or in his absence before the Managing Director / CEO or a Committee notified by the Company, on a quarterly basis all the details of the dealing in the Securities of the Company by the Directors, employees, Designated Employees and Connected persons received by him and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code, wherever applicable.

## FORMS

### Form I

To,

Date:

The Compliance Officer  
Provestment Services Limited

From: Name:  
Designation:  
Department:

Through: Head of Department(if any)

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to buy/sell as a principal/agent in \_\_\_\_\_Equity Shares of the Company, aggregating in value Rs. \_\_\_\_\_(approx.)

#### **STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE**

##### **I. DETAILS OF SHAREHOLDING OF DIRECTOR/ KEY MANAGERIAL PERSONNEL/ DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME**

Name	Designation	Department	No. of Shares Held (with Folio No/DP ID/Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.) (approx.)

##### **II. DETAILS OF SHARES HELD BY DEPENDANTS**

Name	Relationship	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell /Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction Aggregate value of the Transaction (Rs.) (approx.)

**Please tick the appropriate case:**

I/We hereby declare that I have not purchased any share in last 6 months ( If approval is sought for selling of shares)	
I/We hereby declare that I have not sold any share in last 6 months ( If approval is sought for purchase of shares)	
The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.	

**Signature**

**Name of Director/ Key Managerial  
Personnel/ Designated Employee**

**Name of Department Head  
Signature**

\*\*In case the sale of securities is necessitated by personal emergency, Director/ Key Managerial Personnel / Designated Employees shall specify the reasons.  
Reasons

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**Enclosure: Undertaking**

**FOR OFFICE USE ONLY**

**PRE CLEARANCE ORDER**

This is to inform you that your request for dealing in \_\_\_\_\_(nos.)  
\_\_\_\_\_Shares/Debentures/Other Securities of the Company is approved. Please note that the  
said transaction must be completed within 7 days from the date of this order.

Conditions ( if any).....

Date \_\_\_\_\_

For Provestment Services Limited

Compliance Officer/Managing Director

## UNDERTAKING

I, \_\_\_\_\_ (Name, Designation and Deptt.) residing at \_\_\_\_\_, desirous of dealing in \_\_\_\_\_ (nos.) of \_\_\_\_\_ Equity Shares/Pref. Shares/Debentures/Other Securities (Please specify) as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

As required by the Code, I hereby state that

- (a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- (b) I am executing the transaction as per duly approved trading plan. (Please delete this clause if not applicable)
- (c) In the event that I have access to or received any information that could be construed as "Unpublished price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the Same and shall completely refrain from dealing in the Securities of the company until such information becomes public;
- (d) I have not contravened the provisions of the Code as notified by the company from time to time;
- (e) I have made full and true disclosure in the matter.

Place:

Date:

Signature

Name

**Form II**

*SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]*

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities/ Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of Becoming Promoter/ appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP			
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No		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	

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

*(ii) In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**Form III\***

To,  
The Compliance Officer  
Provestment Services Limited

Date: \_\_\_\_\_

**I. HALF YEARLY STATEMENT OF SHAREHOLDING OF DIRECTORS/ KEY MANAGERIAL PERSONNEL/ DESIGNATED EMPLOYEES**

Name	Designation	Department	No. of Securities Held on _____	No. of Securities Bought during the Half Year	No. of Securities Sold during the Half Year	No. of Securities held on _____	Folio/DP ID/Client ID

**II. DETAILS OF SHARES HELD BY DEPENDANTS**

Name	Relationship	No. of Securities Held on _____	No. of Securities Bought during the Half year	No. of Securities Sold during the Half year	No. of Securities held on _____	Folio/DP ID/Client ID

I/We hereby declare that I/We have complied with the Code and SEBI Regulations with respect of the Securities purchased/ sold.

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure given to the Company.

Signature\_\_\_\_\_

Name

\* This form is required to be submitted with in 30 days from the end of the Half year

**Form IV\***

To,  
The Compliance Officer  
Provostment Services Limited

Date: \_\_\_\_\_

**ANNUAL DISCLOSURE**

**I. STATEMENT OF SHAREHOLDING OF DIRECTORS/ KEY MANAGERIAL PERSONNEL/  
DESIGNATED EMPLOYEES**

Name	Designation	Department	No. of Securities Held on 01 <sup>st</sup> April 20	No. of Securities Bought during Year	No. of Securities Sold during Year	No. of Securities held on 31 <sup>st</sup> March 20	Folio/DP ID/Client ID

**II. DETAILS OF SHARES HELD BY DEPENDANTS**

Name	Relationship	No. of Securities Held on 01 <sup>st</sup> April 20____	No. of Securities Bought during the year	No. of Securities Sold during the year	No. of Securities held on 31 <sup>st</sup> March 20____	Folio/DP ID/Client ID

I/We hereby declare that I/We have complied with the Code and SEBI Regulations with respect of the Securities purchased/ sold.

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure given to the Company.

Signature  
Name

\* This form is required to be submitted with in 30 days from the end of the financial year.