ICRA

Code of Conduct for acquisition/disposal of shares of the Company under the Employees Stock Option Scheme (ESOS)

1. **<u>Coverage</u>:** All Directors, Officers, and Designated Persons of the Company are required to comply with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called the "**Regulations**") and the Company's Code of Conduct for Prohibition of Insider Trading (Effective from May 15, 2015). All Directors, Officers, and Designated Persons of the Company and its subsidiary companies who are holding stock options under the Employees Stock Option Scheme 2006 ("**ESOS**") of the Company will also be covered under this code of conduct for acquisition/disposal of shares of the Company under the Employees Stock Option Scheme (ESOS) ("**Code of Conduct**"). All terms capitalized in this Code of Conduct but not defined herein shall have the respective meaning as ascribed to them in the Code of Conduct for Prohibition of Insider Trading adopted by the Company.

2. **<u>Holding Period:</u>** There shall be no requirement of any minimum holding period for the shares of the Company acquired on the exercise of Options under ESOS.

3. **<u>Opposite Transaction</u>:** A Director, Officer or a Designated Person, eligible to participate in ESOS, can subscribe to the options under ESOS even if he has sold Securities during the previous six months. However, it may be noted that once shares acquired through ESOS are sold in the market, the restriction on buying (not on exercise of options under the ESOS) would become applicable for next six months.

4. **<u>Pre clearance of trade</u>:** When the Trading Window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the aggregate value of the proposed trade is Rs. 10 Lakh (market value) or above in one quarter. No Designated Person shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

5. **<u>Exercise of Options and Sale of Shares:</u>** Exercise of options under the ESOS may be allowed during the period when the Trading Window is closed. However, any sale or pledge of the shares allotted following the exercise of options under ESOS shall not be allowed when the Trading Window is closed.

It is hereby clarified that any sale of shares allotted pursuant to the ESOS shall be undertaken only in accordance with the Company's Code of Conduct for Prohibition of Insider Trading, including without limitation any preclearance of Trade requirements.

6. **Penalty:** (a) Any Director, Officer or Designated Person who violates any provision of this Code of Conduct, shall be subject to a disciplinary action and may be penalized in the form of a wage freeze, suspension, ineligibility for future participation in employee stock plans etc., as per the decision of the Board of Directors.

   (b) The action by the Company shall not preclude the Securities and Exchange Board of India from taking any action in case of violation of the Regulations.

   (c) In case of violation of the Regulations the Compliance Officer will inform the Board promptly and undertake such actions as mandated under the Act.

7. **Applicability of other Provisions of the Regulations:** This Code of Conduct is for the exercise of options under ESOS of the Company. All Directors, Officers and Designated Person would continue to comply with other provisions of the Regulations relating to prohibition of Insider Trading and the Company's Code of Conduct for Prohibition of Insider Trading. It being further clarified that, in case of any discrepancy between the provisions of this Code of Conduct and Regulations, the Regulations shall prevail.

8. **Appropriate Authority:** The Compliance Officer of the Company shall be the appropriate authority for managing this Code of Conduct and his decision in this respect shall be final and binding.