



STOCKHOLDING SERVICES LIMITED
(Formerly known as SHCIL Services Limited)
(A WHOLLY OWNED SUBSIDIARY OF STOCKHOLDING CORPORATION
OF INDIA LIMITED)

INSIDER TRADING POLICY

(Version 01/2025)

StockHolding Services Limited Code of Conduct to regulate, monitor and report trading by Insiders

1. This Code of Conduct has been formulated to regulate, monitor and report trading in securities may be known as "**StockHolding Services Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders**" hereinafter referred to as the "**Insider Trading Code of Conduct**". The same is applicable w.e.f. May 15, 2015.

2. This code has been made pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and may be modified by the Board of Directors or by the person authorized by the Board of Directors of the Company from time to time.

3. **Definitions (as provided under SEBI Prohibition of Insider Trading Regulations, 2015)**

For the purpose of this Code of Conduct for prohibition of insider trading: -

- a. "**Act**" means the Securities and Exchange Board of India Act, 1992

- b. "**Board**" means the Securities and Exchange Board of India

- c. "**Compliance Officer**" means any senior officer, designated so and reporting to the Board of Directors or Head of Organization, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Head of the organization as the case may be. 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];

d. “Connected person” means:

- i) any person who is or has during the six months prior to the concerned act been associated with a 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 unpublished price sensitive information or is reasonably expected to allow such access.
- ii) 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 of connected persons specified in clause (i); 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 recognized or authorized by the Board; 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
 - (k) “Generally available information” means information that is accessible to the public on a non-discriminatory basis.
- e. **“Immediate relative”** means a spouse of a person, and include 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
- f. **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- g. **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.
- ga. **“Promoter group”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- gb. **“Proposed to be listed”** shall include securities of an unlisted company
- i) If such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing or
 - ii) If such unlisted company is getting listed pursuant to any merger amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013
- h. **“Securities”** shall have the meaning assigned to it under the Securities Contracts Regulation Act, 1956 or any modifications thereof except units of mutual funds.

- i. **“Specified”** means specified by SEBI in writing.
- j. **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Share and Takeovers) Regulations 2011 and any amendment thereto.
- k. **“Trading”** means and includes subscribing, buying, selling dealing or agreeing to subscribe, buy, sell, deal in any securities and trade shall be construed accordingly.
- l. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- m. **“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 securities and shall ordinarily including but not restricted to, information relating to the following:-
 - Financial results;
 - Dividends;
 - Change in capital structure
 - Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - Changes in key managerial personnel; and
- n. **“Informant”** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

Note: Words and expressions used and not defined in this code but defined in the SEBI Act, 1992, The Securities Contract (Regulation) Act, 1956, Depositories Act, 1996 and Companies Act, 2013 and rules and

regulations made thereunder shall have the meanings respectively assigned to them in those regulations.

4. Compliance Officer

- i. The Company Secretary will be the Compliance Officer for the purposes of this Code of Conduct.
- ii. The Compliance Officer will report to the Managing Director & CEO and in particular, shall provide reports to the Board of Directors as may be stipulated by the Board of Directors. The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the MD & CEO.
- iii. The Compliance Officer shall assist the employees in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

5. Handling of information on need to know basis and adoption of Chinese Wall Policy

All employees should ensure that that the Chinese walls between the departments are not breached / crossed i.e. information shall be handled within the organization / department on need to know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6. Applicability of the code

This Code of Conduct shall be applicable to Executive Directors / Officers / Employees who may execute trades subject to compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. Towards this end the following framework is put in place:-

A. Trading Window

SSL, being a wholly owned subsidiary of StockHolding Corporation of India Limited and step-down subsidiary of IFCI Limited, all employees, officers and Executive Directors of SSL should refrain from transacting in equity shares of IFCI Ltd., during the closure of the trading window in terms of IFCI Code of Conduct for Prevention of Insider Trading.

B. Pre-Clearance of Trades

- i. The Compliance Officer shall seek declarations from persons applying for pre-clearance of trades, declaring that he / she is not in possession of unpublished price sensitive information, at the time of making application for pre-clearance for trade. All pre-clearance trades should be cleared by the Heads of Departments before they are put up to the Compliance Officer. The pre-clearance of trades of Heads of Departments and the MD & CEO to be put up to the Compliance Officer directly for pre-clearance. The Compliance Officer shall also decide whether the declaration is inaccurate / reasonably capable of rendering inaccurate.
- ii. The trades in respect of which pre-clearance has been obtained shall be executed within 7 trading days from the date of pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- iii. Any trading shall be subject to pre-clearance by the compliance officer, if the value of the proposed trade is above the value of Rs.10 lakh per trade (Cash Segment) and Rs.25 lakh per trade (F&O Segment).
- iv. The Compliance Officer shall confidentially maintain a list of securities as 'restricted list' and shall use such list as the basis for approving or rejecting application for pre-clearance of trades.
- v. No contra trade to be executed for a period of at least 6 months from the date of execution of trade in equity shares of IFCI

Limited (SSL is deemed as a connected person to IFCI which is a listed entity). However, the Compliance Officer may relax the restriction of execution of contra trade upon reasons to be recorded in writing, if such relaxation is not otherwise in violation of the insider trading regulations. If any contra trade is executed inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be forfeited / disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

- vi. All applications for pre-clearance of trade are to be made in the format at ***Annexure '1'***.

7. Disclosure / Reporting requirements

- i. All employees of SSL are required to execute their trades only through SSL and their Demat account shall be with StockHolding. All employees within 7 working days from the trade shall report the same electronically in the module under the menu 'Employee Compliances' if the value of the trade is equal to or exceeds Rs.2,00,000/- per trade (Cash Segment) or Rs. 10,00,000/- or 1 lot size whichever is lower per trade (F & O Segment) (as per Annexure '2'). This reporting requirement is applicable to all employees and over and above the pre-clearance requirements.
- ii. The Compliance Officer shall maintain the records of all the declarations, disclosures for a minimum period of 5 years.

8. Procedure for Voluntary Information Disclosure

An informant who wishes to report an alleged violation of insider trading guidelines to SEBI should be in line with the Voluntary Information Disclosure form as detailed in Schedule D of the SEBI (PIT) (third amendment) Regulations 2019.

9. Penalty for contravention

The employees who trade in securities in contravention of the code of conduct will be penalized and appropriate action would be taken against them by the company after giving reasonable opportunity to them to show cause. This shall also be subject to disciplinary action including wage freeze, warning memo, suspension, etc.

In addition to the action which the company may take the persons violating these regulations would also be subject to action by SEBI as per SEBI Act. In case of any violation, the company shall inform SEBI promptly. Further, in case any employee of StockHolding Services Limited violates the provisions of the code of conduct w.r.t. IFCI securities, the same will be informed to IFCI for onward intimation to the Stock Exchanges where IFCI securities are listed.

10. Provisions under the service manual of SSL applicable to all employees

The service manual of SSL also provides for the manner in dealing with securities by employees. The same shall also form part of the new code of conduct. The relevant provisions of the service manual are reproduced for benefit of all employees.

Besides, maintaining the strictest secrecy regarding SSL's affairs, the service manual of SSL also provides for the following with respect to dealings in securities.

“Section I – Conduct, Discipline and Penalties:

Clause 15 – An employee shall not trade in stocks, shares, securities or commodities of any description; except as provided in the Insider Trading Guidelines of the Company.

Provided that nothing in this clause shall be deemed to prohibit an employee from making a bona fide investment of his own funds in such manner as he may wish.”

“Clause 16(1) - An employee shall not borrow money from, or in any way place himself under a pecuniary obligation to a broker or an employee of SSL subordinate to him or any firm or persons having dealings with SSL.”

“Clause 16(2) - No employee shall make or permit any member of his family to make any investment likely to embarrass or influence him in the discharge of his official duties.

Explanation:

For the purpose of this sub-clause, the word ‘Family’ includes any relative ordinarily residing with or dependent on the employee.”

11. Disclosures

The Policy shall be uploaded on the website of the Company www.stockholdingservices.com.

12. Review of the Policy

The Board shall review the Policy periodically (and at least once every three years) for making suitable amendments for better implementation of the Policy. The Company shall reserve the rights to review and make amendment to the Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force. The power to interpret and administer the Policy shall rest with the Nomination and Remuneration Committee whose decision shall be final and binding.

13. Limitation

In the event of any conflict between the provisions of this Policy and of the provisions laid down under the Companies Act, 2013, accounting standards or any other legal requirement dealing with the related party transactions (“Applicable Law”), and/ or for the matter not provided for in the Policy, the provisions of the Applicable Law shall prevail accordingly.

14. Amendment in Law

Any subsequent amendment/ modification to the Applicable Law shall automatically apply to this Policy.

Annexure 1

Stockholding Services Limited

e-Application for pre-clearance of trade

[In terms of SSL's Code of Conduct to regulate, monitor and report trading]
(Rs. 10,00,000/- (Cash Segment) per trade and Rs.25,00,000/- per trade (F&O Segment)

To

The Compliance Officer

Name of employee		Designation	
Department / Branch & Location		Employee Code	

I am desirous of Trading* in the following securities through SHCIL Services Limited.

S.no.	Name of securities	Quantity / Lot	Buy / Sell (Cash Segment)	Call / Put (F & O Segment)	Expiry Date

I hereby declare that:

1. I have read and understood SSL's Code of Conduct to regulate, monitor and report trading.
2. I do not have any access or have received "unpublished price sensitive information" upto the time of making this application / declaration;

3. I shall execute the pre-cleared trades within 7 trading days from the date of pre-clearance, failing which I shall obtain fresh pre-clearance to execute trades;
4. I shall not execute a contra trade for a period of at least six months from the date of execution of a trade in the equity shares of IFCI Limited. I shall remit profits earned from execution of contra trade executed inadvertently or in violation of restrictions imposed;
5. I have not, at any time, contravened this code of conduct for prevention of insider trading as notified by the company from time to time;
6. The disclosure made by me is full and true to the best of my knowledge and belief.
7. The email approval of my Head of Department is attached.

I agree: Yes / No

**(Name of the
Applicant)**

Date

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

[For official use only]

Application No.....

The above transaction is cleared for trade / refused clearance.

Reasons for refusal (if applicable):

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Compliance Officer.....

Stockholding Services Limited
e-Statement of deals / contracts

(This Statement should be submitted by all employees within 7 working days of the trade if the value equals or exceeds Rs.2,00,000/- (Cash Segment) per trade and Rs. 10,00,000/- or 1 lot size whichever is lower (F & O Segment) per trade).

This statement is submitted in compliance with SSL's code of conduct to regulate, monitor and report trading

Name of the employee : _____

Employee code : _____

Designation : _____

Department / Location : _____

S. No.	Description	Amount (Rs.)
1	Type of deal / contract (purchase or sale) (Call or Put)	
2	Name of the person (on whose name contract is executed)	
3	Relationship of the person with the employee (if applicable)	
4	Name of the security	
5	Type of the security	
6	Contract date	
7	Expiry date (applicable for F & O Segment)	
8	Contract rate	
9	Quantity of securities	
10	Total Value	

Date : _____