



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS (PURSUANT TO SECURITIES EXCHANGE BOARD OF INDIA, (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

CHAPTER I

PREAMBLE

The Securities and Exchange Board of India ("SEBI") has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). These regulations are made applicable to all the companies whose securities are listed on Stock Exchange(s) and all unlisted companies whose securities are proposed to be listed on Stock Exchange(s).

Accordingly, the Board of Directors of our Company adopted this code at its meeting held on 05th November, 2024, which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.

The Regulations prohibit an Insider from Trading in the securities of a company listed on stock exchange on the basis of any Unpublished Price Sensitive Information.

OBJECTIVE OF THE CODE

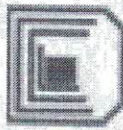
The Code aims to ensure monitoring, timely reporting and adequate disclosure of price sensitive information by the directors, key managerial personnel, designated employees and connected persons of the Company. Pursuant to the compliance requirements under various provisions of Regulations, the Company has adopted this Code for fair disclosure of Unpublished Price Sensitive Information as per the requirement of this Regulation.



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Kolkata – 700017; Phone: 033 40646495



Chapter II

DEFINITIONS

1. **"Act"** means Securities and Exchange Board of India Act, 1992.
2. **"Board"** means Securities and Exchange Board of India.
3. **"Board of Directors"** means Board of Directors of Dar Credit & Capital Limited
4. **"Code"** means Code of Conduct to Regulate, Monitor and Report and Report Trading by Insiders as modified from time to time.
5. **"Company"** means Dar Credit & Capital Limited
6. **"Compliance Officer"** for the purpose of this regulation means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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 board of directors of the listed company or the head of an organization, as the case may be;
7. **"Connected person"** means,- 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 UPSI or is reasonably expected to allow such access 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 above; 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 recognised or authorized by the Board; or
 - i. a banker of the company; or

CIN: U65999WB1994PLC064438

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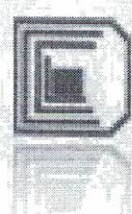
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
8. **"Designated Person"** means to be such persons which are covered by the Code of Conduct, decided in consultation between the Board of Directors and Compliance Officer, on the basis of their role and function in the organisation, and the access to the UPSI because of such role and function, in addition to seniority and professional designation and shall include:
 - i. Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to UPSI in the organisation by the Board of Directors;
 - ii. Directors of the Company (includes Non-Executive Directors);
 - iii. Key Managerial Personnel's (KMP) of the Company and Executive Secretaries of Directors
 - iv. Employees of the material subsidiary (ies) of the Company designated on the basis of their functional role or access to UPSI in the organisation by the Board of Directors of such subsidiary(ies);
 - v. All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - vi. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary or fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - vii. Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
 - viii. Immediate Relatives of persons specified in (i) to (vii) above
9. **"Designated Employee" of the Company** means –
 - i. All General Managers and above
 - ii. All Heads of the Spheres;
 - iii. All Executives working in Company Secretary, Public Relations, Planning, Corporate Affairs, Business Development, Finance & Accounts Department;
 - iv. All Executives working in Secretariat of Chairman & Managing Director, Functional Directors, Resident Chief Executive (RCE) and Chief Vigilance Officer;
 - v. Any other executive which in opinion of Compliance Officer be covered under the designated employees.
10. **"Fiduciary" or "Fiduciaries"** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising the Company.
11. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
12. **"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;
13. **"Insider"** means any person who is:

CIN: U65999WB1994PLC064438

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- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information; or
 - iii. any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose."
14. **"Key Managerial Personnel"** means—
- i. Chairman & Managing Director;
 - ii. All whole time Directors;
 - iii. Company Secretary;
 - iv. Such other officer as may be prescribed under Companies Act 2013 or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. **"Legitimate purpose"** includes sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of PIT regulations.
16. **"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 the merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013
17. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and **"trade"** shall be construed accordingly
18. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
19. **"Trading Window"** means a trading period in which no designated persons including their immediate relatives shall deal in the securities when the trading window is closed.
20. **"Stock Exchange(s)"** means the stock exchange(s) where the securities of the Company is listed or proposed to be listed.
21. **"Unpublished Price Sensitive Information"** or **"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

CIN: U65999WB1994PLC064438

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All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made there-under shall have the meanings respectively assigned to them in that legislation.

CHAPTER-III

CONFIDENTIALITY & COMMUNICATION OF UPSI

A. Compliance Officer

1. Compliance officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code specified in these Regulations under the overall supervision of the Board of Directors of Dar Credit & Capital Limited.
2. The record of Designated Employees shall be maintained by personnel department under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.
3. The Compliance Officer shall provide any clarifications with regard to this Code.
4. The Company Secretary shall act as Compliance Officer of the Company under Regulations, unless the Board decides otherwise.
5. The Compliance Officer shall report to the board of directors or head(s) of the organisation (or committee constituted in this regard) and in particular, shall provide reports to the Chairman to the Audit Committee or other analogous body, if any, or to the Chairman of the Board of Directors or head(s) of the organisation at such frequency as may be stipulated by the Board of Directors or head(s) of the organisation but not less than once in a year.

B. Communication or procurement of UPSI.

1. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company 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.
2. No person shall procure from or cause the communication by any Insider of UPSI, 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.
 (2A) The board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8.
 (2B) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations
3. Notwithstanding anything contained in this Regulation, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would—
 (i) entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SEBI SAST Regulations**") where the board of directors

CIN: U65999WB1994PLC064438

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Kolkata – 700017; Phone: 033 40646495





of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company;

- (ii) not attract the obligation to make an open offer under the SEBI SAST Regulations but where the Board Of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board Of Directors may determine to be adequate and fair to cover all relevant and material facts.
4. For purposes of sub-regulation (3), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the Company when in possession of UPSI.
5. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
6. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

C. Preservation of the price sensitive information

1. Insider shall maintain the confidentiality of all UPSI. He/she should not pass such information to any person including the other Insider.

2. Need to Know

UPSI shall be handled on a "Need to Know" basis, i.e. such information shall be shared with any person including the other Insider except where such information is required to be passed for legitimate purposes and for performance of duties or discharge of legal obligation.

3. Limited access to confidential information

Files containing UPSI or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted/ destroyed after its use.

4. Chinese Wall

The Company shall adopt a Chinese wall policy to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.

CIN: U65999WB1994PLC064438

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Kolkata - 700017; Phone: 033 40646495





CHAPTER-IV

RESTRICTION ON TRADING BY INSIDERS

A. Trade in securities when in possession of UPSI

1. No insider shall trade in securities of the Company when in possession of UPSI provided that the Insider may prove his innocence by giving valid reasons of the circumstances like:
 - a. In case of non – individual insiders, the individuals who were in possession of the UPSI were different from the individuals who took the decision for trade and there are such appropriate and adequate arrangements in place that the information of the UPSI is not transferred from the individuals who were in possession of the UPSI to the individuals who took the decision to trade and appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; Trading is done pursuant to the trading plan as per this Policy.
 - b. Trade by connected person, the onus of establishing that they were not in possession of UPSI shall be on such connected person.
 - c. The transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of regulation 3 of PIT regulations and both parties had made a conscious and informed trade decision.
 - d. The transaction was carried out through block deal window mechanism between insiders without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.
 - e. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - f. The transaction was carried out pursuant to the exercise of stock options, where the exercise price was pre-determined as per applicable regulations.
 - g. The trades were pursuant to a trading plan set up in accordance with regulation 5.
 - h. In any other case, the onus would be on the Board.
2. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
3. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

B. Trading Plan

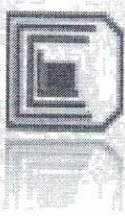
1. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. By virtue of the pre-planned trading plan, he/she shall not be prohibited from execution of such trades being that he had pre-decided even before the UPSI came into existence.
3. The following are the requirements of the trading plans
 - a. Trading can be done after 120 days of commencement/ public disclosure of trading plan.

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





- b. Insider can give one trading plan at a time. Plan should not entail overlap of any period for which another trading plan is in existence.
 - c. Insider should entail the basic parameters i.e. acquisition or disposal should be set out and also he/she may set out the value/ number/ type of securities to be invested or divested, along with specific dates and time intervals and nature of the trade.
 - d. Insider not entail to trade in securities for market abuse.
- 5 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- 4 The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

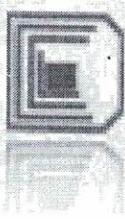
- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.



CIN: U65999WB1994PLC064438

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Kolkata - 700017; Phone: 033 40646495



C. Trading Window

1. The Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. The trading window shall be closed when Compliance Officer determines that designated person or a class of designated person are expected to be in possession of UPSI. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates
3. The trading window shall be, inter-alia remain closed at a time:
 - Declaration of financial results;
 - Declaration of dividend;
 - Change in capital structure;
 - Amalgamation, mergers, de- merger, delisting, acquisitions, disposals and expansion of business;
 - Changes in key managerial personnel
 - Such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
4. Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information
5. The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of –
 - (a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
 - (b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
6. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
7. In case of Employee Stock Option Plans (ESOPs), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





D. Pre-Clearance of trades

All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the dealing in securities exceeds 40000 Equity Shares, should pre-clear the transaction. However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade. The pre-dealing procedure shall be as stated hereunder:

Trading by designated persons shall be subject to pre-clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the organisation may stipulate

The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

A. An application shall be made in the **prescribed form (Annexure 1)** to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

B. A Declaration in the **prescribed form (Annexure 2)** shall be made to the Company by such Specified Person specifying, inter alia, the following clauses, as may be applicable:

- a) That the employee / director / officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the Declaration.
- b) That in case the Specified Person has access to or receives "Price Sensitive Information" after the signing of the Declaration but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d) That he/she has made a full and true disclosure in the matter.

C. All Specified Person shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance in the **prescribed form (Annexure 3)**, failing which fresh pre-clearance would be needed for the trades to be executed.

D. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal and in case the transaction is not undertaken, a report to that effect to the Compliance Officer in the **prescribed form (Annexure 4)**.

E. All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata - 700017; Phone: 033 40646495





F. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

G. Provided that the holding period would commence when the securities are actually allotted.

H. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

E. Institutional Mechanism for Prevention of Insider Trading

1) Our Company in consultation with Chief Executive Officer, Executive Director and other senior management personnel has put in place adequate and effective system of internal controls to ensure compliance with the requirements of Regulations, in order to prevent the insider trading which includes the following internal controls:

- i. all employees who have access to the UPSI are identified as Designated employee(s);
- ii. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirement of these Regulations;
- iii. adequate restrictions have placed on communication or procurement of UPSI as required by these Regulations;
- iv. list of all employees and other persons have been maintained with whom UPSI is shared and confidentiality agreement to be signed with or notice to be served to all such employees and persons;
- v. periodic process review to evaluate effectiveness of such internal controls.
- vi. Compliance of all other relevant requirements specified under these regulation.

CHAPTER –V

DISCLOSURE OF TRADING

A. DISCLOSURES BY PROMOTERS, MEMBERS OF PROMOTER GROUP, DIRECTORS AND KEY MANAGERIAL PERSONNEL TO THE COMPANY

(a) Initial Disclosures

On appointment as Key managerial personnel or a director of the Company or upon becoming the promoter or member of the promoter group, such person shall provide disclosure of his holding of securities of the Company to the Compliance Officer within seven days of such appointment or becoming promoter or member of the promoter group, as per details prescribed in "Form B" (format is annexed with the Policy).

(b) Continual Disclosures

Every promoter, member of the promoter group, designated person and director of every company shall disclose, within 2 trading days, to the Compliance Officer, the number of securities acquired or disposed of, whether one transaction or in series of transactions over any calendar quarter and the value of such transactions is in excess of Rs 10 lakhs or such other value as may be specified, as per details prescribed in "Form C" (format is annexed with the Policy).

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





B. DISCLOSURES BY COMPANY TO STOCK EXCHANGES

The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange within two trading days of receipt of the disclosure or from becoming aware of such information.

C. DISCLOSURES BY OTHER CONNECTED PERSON

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in "Form D" (format is annexed with the policy) and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with the Regulations.

The disclosures made by the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel to the Company and disclosure made by the Company to the Stock Exchange(s) under this chapter shall be maintained by the Company for a period of five years.

D. FAIR DISCLOSURE OF UPSI

- a. The Company shall promptly disclose the UPSI that would impact discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b. Disclosure of UPSI shall be uniform and universal to avoid any selective disclosure.
- c. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d. If any UPSI is disclosed selectively, inadvertently or otherwise, such information shall be disseminated promptly to make such information generally available.
- e. 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.
- f. Compliance Officer shall ensure that any information shared with analysts and research personnel shall not be UPSI.
- g. On receipt of any market rumours or news report by the Company, same shall be provided to Compliance Officer on immediate basis. Compliance Officer in consultation with Executive Director or Chairman, shall verify such market rumours or news report and shall provide appropriate and fair responses to stock exchange(s).
- h. Handling of all unpublished price sensitive information on a need-to-know basis.

CHAPTER-VI

PENALTY & RESTRICTION

1. Any Designated person who trades in securities or communicates any information for trading in securities in contravention of this Code may be penalized by the Board of Directors as they may deem fit and appropriate action would be taken.
2. Designated persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc.

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 A.J.C. Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015.
4. In case, it is observed by the Company/ Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform SEBI promptly.

CHAPTER-VII

AMENDMENT TO THE CODE

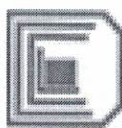
1. This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board.
2. Any or all provisions of this Code would be subject to revision/ amendment in accordance with the rules, regulations, notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.
3. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.



CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495



POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

PREAMBLE

The Securities and Exchange Board of India ("SEBI") has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"/ "PIT Regulations"). These Regulations are made applicable to all the companies whose securities are listed on Stock Exchange(s) and all unlisted companies whose securities are proposed to be listed on Stock Exchange(s). PIT Regulations provides that no insider shall communicate, provide or allow access to any UPSI, to any other person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Pursuant to the amendment in the above Regulations, Regulation 3(2A) requires every listed companies to formulate such policy for determination of "legitimate purpose" as a part of "Codes of Fair Disclosure and Conduct"

The Board of Directors of Dar Credit & Capital Limited has formulated a policy for determination of "legitimate purposes" as a part of its "Codes of Fair Disclosure and Conduct", whereby to list down the instances or business transactions where an "insider" are allowed to communicate or to give an access of UPSI to any person in furtherance of legitimate purposes, which shall not be treated as illegal under this Regulations and which are required to be disclosed to other person in the ordinary course of business.

OBJECTIVE OF THE CODE

This policy of legitimate purposes has been implemented with an objective to provide a guidelines to the Company and its insider, to communicate the UPSI in the ordinary course of business, which shall not be treated as illegal, with an objectives as outlined under this Regulations for various business transactions:

- (a) to cast an obligation on all the insiders who are essentially persons in possession of UPSI to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis;
- (b) to develop such practices in Company based on need-to-know principles for treatment of information in their possession;
- (c) to impose a prohibition on unlawfully procuring possession of UPSI;
- (d) to identify such instances whereby inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be illegal under PIT Regulations.

FLOW OF INFORMATION BY INSIDER FOR LEGITIMATE PURPOSE

The communication or procurement or allowing access of UPSI, which relates to the Company or securities listed or proposed to be listed, in furtherance of legitimate purposes, performance of duties or discharge of legal obligation, will be considered as legitimate purpose, on fulfilling the certain grounds. Accordingly, legitimate purposes shall include the following instance to be considered as legal obligations:

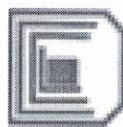
- i. sharing of UPSI in the ordinary course of business by an insider within partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of PIT Regulations;
- ii. sharing of UPSI in connection with a transaction which would entail an obligation on the Company to make an open offer under the takeover regulations, where the Board of Directors is of informed opinion that sharing such information is in the best interests of the Company;

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





- iii. sharing of UPSI in connection with an transaction, which may not attract the open offer, but where Board of Directors is of informed opinion that sharing such information is in the best interests of the Company and that such information that constitute UPSI is generally made available at least two trading days prior to the proposed transaction being affected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

POSSESSION of UPSI – AN “INSIDER”

Any person who is in receipt of UPSI pursuant to a “legitimate purposes” will be considered as “insider” under PIT Regulations. Such Insider shall ensure the confidentiality of UPSI until it has been disseminated to the public knowledge, unless it has been under the circumstances which has been defined to in accordance with the requirement of “legitimate purposes”.

Company will serve the notice to such “insider” to maintain the confidential of such UPSI, shared with them pursuant to the “legitimate purposes”. Company shall also execute a Non-Disclosure agreement with them, in order to ensure that “insider” shall not leak out the USPI for their own unlawful gains and to ensure the confidentiality of UPSI information. “Insider” shall not trade in the securities of the Company while possessing the UPSI of the Company till the time, such information has not been made to the public.

PREVENTION OF INSIDER TRADING BY “INSIDER” WHEN IN POSSESSION OF UPSI

Insider shall not trade in securities of the Company after getting its securities listed or when it proposes to get its securities listed on stock exchange(s), when they are in possession of UPSI. The onus of proving his innocence lies on the Insider and the same can be proved by demonstrating the circumstances including the following:

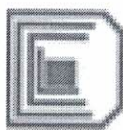
- i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- v. the trades were pursuant to the trading plan;
- vi. in case of non-individual insiders:
 - the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision making individuals were not in possession of such UPSI when they took the decision to trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
- vii. Trades is pursuant to Trading Plan made in accordance with insider Regulation

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495





AMENDMENT TO THE CODE

This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board.

Any or all provisions of this Code would be subject to revision / amendment in accordance with the rules, regulations, notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.



CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 A.J.C. Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495



FORM B

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 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, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relative to/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
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of 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).

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		
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
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

CIN: U65999WB1994PLC064438

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Kolkata – 700017; Phone: 033 40646495



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Form C:

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke/ Others- please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

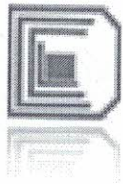
Date:

Place:

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FORM D (Indicative format)

SEBI (Prohibition of Insider Trading), Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company
Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures Rights entitlements etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoked /Invoked)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc. Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

CIN: U65999WB1994PLC064438

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Details of trading in derivatives by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

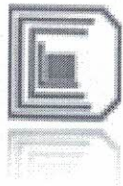
Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:
Signature:
Place:

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ANNEXURE-1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
Company Secretary & Compliance Officer
Dar Credit & Capital Ltd

Dear Sir/Madam,

Sub: Application for pre-clearance approval in securities of the Company.

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for prevention of Insider trading, I seek your approval for Purchase/ Sale / Subscription of _____ equity shares of the Company as per details given below:

Sr. No.	Particulars	Details
1.	Name of the Applicant:	
2.	Designation:	
3.	No. of Securities held as on date:	
4.	Folio no/ DP ID Client ID	
5.	Approval is for	(a) Purchase of Securities (b) Sale of Securities (c) Subscription of Securities
6.	Proposed period for dealing in securities	
7.	Estimated number of securities proposed to be acquired/ sold/subscribed	
8.	Whether the transaction will be through Stock exchange or Off market	
9.	Folio no/ DP ID Client ID where the securities will be credited/ debited (Applicable only in Off market transaction)	

Thanking you,
Yours faithfully

(Name of Designated Person)

Encl: Declaration

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ANNEXURE-2

Specimen of Declaration to be accompanied with Application for Pre-clearance approval Declaration

To,
Dar Credit & Capital Ltd

I, _____ (Name), _____ (Designation) of the Company residing at _____, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance again.

I declare that I have made full and true disclosure in the matter.

(Signature of Designated Person)

Place:

Date:

CIN: U65999WB1994PLC064438

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Kolkata – 700017; Phone: 033 40646495



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Annexure 3

SPECIMEN FOR PRE-CLEARANCE APPROVAL

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____(number) shares of the Company as mentioned in your application _____ dated is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file, to the Company, the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be filed with the Company.

Yours faithfully
For Dar Credit & Capital Ltd

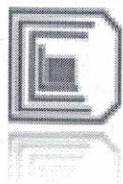
Compliance Officer

Date:
Encl: Specimen for submission of details of transactions.

CIN: U65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495



Annexure 4

SPECIMEN FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction/ dealing in securities)

To,
Company Secretary & Compliance Officer
Dar Credit & Capital Ltd

I hereby inform that:

a) I have not bought / sold/ subscribed any securities of the Company

b) Have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

Name of Holder	No. of Securities dealt with	Mode of dealing (Sale/Purchase/ subscription)	Folio no. / DP ID Client ID	Price Rs

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _____

Name of Holder: _____

Designation: _____

Date: _____

CIN: U65999WB1994PLC064438

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