

Code of Conduct of Globe Capital (IFSC) Limited for the prevention of Insider Trading

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (hereinafter *Regulations*), are applicable to:

1. **Globe Capital (IFSC) Limited** , all its employees (both permanent and temporary) and their relatives, all its directors and their relatives, Globe auditors and others who have a professional or business relationship with Globe

and

2. All Group companies (companies under the same management or group or any subsidiary company), Group companies' employees (both permanent and temporary) and their relatives, all their directors and their relatives, Group companies' auditors and others who have a professional or business relationship with Group companies

All the entities at 1 & 2 above are Insiders for the purpose of the Regulations.

The Regulations stipulate that no Insider shall –

either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information; or

Communicate, counsel or procure, directly or indirectly, any unpublished price sensitive information to any person who while in possession of such unpublished price sensitive information shall not deal in securities.

No company shall deal in the securities of another company or associate of that other company while in possession of any unpublished price sensitive information.

"dealing in securities" means an act of subscribing, buying, selling or agreeing to subscribe, to buy, sell or deal in any securities by any person either as principal or agent;

"price sensitive information" means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of securities of company; The following shall be deemed to be price sensitive information: -

- (i) Periodical financial results of the company;
- (ii) Intended declaration of dividends (both interim and final);
- (iii) Issue of securities or buy-back of securities;
- (iv) Any major expansion plans or execution of new projects;

- (v) Amalgamation, mergers or takeovers;
- (vi) Disposal of the whole or substantial part of the undertaking;
- (vii) Any significant changes in policies, plans or operations of the company.

Any insider, who deals in securities, in contravention of the provisions of Insider Regulations, shall be guilty of Insider trading.

Code of Conduct for the prevention of Insider Trading

Definitions:

'Company' means Globe Capital (IFSC) Limited.;

'Compliance Officer' means the Company Secretary of the Company;

'Designated Employee' shall mean all employees (both temporary and permanent) of **Globe**

'Insider' means any person who is or was a "Connected Person" or a "Deemed **Connected** Person" and who is reasonably expected to have access, connection, to unpublished price sensitive information in respect of securities of a company, or who has received or has had access to such unpublished price sensitive information.

'Insider Trading': When insiders use unpublished price sensitive information to deal in securities on any stock exchange, either on their own behalf or on behalf of any other person, the action is referred to as insider trading.

"Connected Person" means any person who is a director, officer, employee of the company or holds a position involving a professional or business relationship between himself and the company [whether temporary or permanent] and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company; (the words "connected person" shall mean any person who is a connected person six months prior to an act of insider trading).

"Relative" means a person, as defined in section 6 of the Companies Act, 1956 (1 of 1956) (as per annexure 1)

'Dependent Family Members' shall mean the employee's spouse, dependent parents, **dependent** children and any other dependent person;

"Unpublished" means information which is not published by the company or its agents **and** is not specific in nature.

This code shall apply to all employees (both permanent and temporary) and their relatives and all directors and their relatives.

The Company Secretary of Globe would be the compliance officer for this Code and he shall report directly to the Board of Directors.

The compliance officer shall be responsible for monitoring adherence to the rules for the preservation of “Price Sensitive Information”, pre-clearing of employees’ and their dependent s’ trades (directly or through respective department heads, as decided by the Board or by him from time to time), monitoring of trades, and the implementation of the code of conduct under the overall supervision of the Board.

He shall maintain a record of all employees and any changes made in the list of employees and would be updated in this regard by HR.

The compliance officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and our code of conduct.

1. Preservation of “Price Sensitive Information”:

Under this code, the preservation of “Price Sensitive Information” shall be ensured at Globe as under...

- a. Employees/ directors shall maintain the confidentiality of all Price Sensitive Information.
- b. Employees/ directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- c. **Need to know:** Price Sensitive Information will be handled on a “need to know” basis, i.e., Price Sensitive Information will be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- d. For the purpose, information traveling between businesses lines shall carry with the prior approval of HOD that information has been sought on a “need to know” basis under intimation to Compliance Officer. The same shall apply to all Price Sensitive Information moving among the sub-lines within Business/Support lines.
- e. **Limited access to confidential information:** Files containing confidential information shall be kept secure for which every employee and their Business Line/Support Line heads would be responsible. Computer files must have adequate security of login and pass words etc.
- g. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.

2. Prevention of misuse of “Price Sensitive Information:

All directors and employees of Globe shall not use Price Sensitive Information to buy or sell securities of any sort, whether for their own account, their relative's account, organisation's account or a client's account.

3. Reporting Requirements for transactions in securities:

All directors/employees of Globe are required to forward the details of their Securities transactions including the statement of dependent family members to the Compliance officer:

The Compliance officer shall maintain records of all the declarations, both in physical and electronic form, given by the directors/ employees for a minimum period of three years.

4. Penalty for contravention of code of conduct:

- a. Any employee/director who trades in securities or communicates any information for trading in securities in contravention of this code of conduct and SEBI Regulations will be penalised and major action will be taken by the company.
- b. Such employees/directors who violate the code of conduct shall also be subject to disciplinary action, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, dismissal etc.
- c. In cases where it is observed by the company/compliance officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI shall also be informed for further action as deemed appropriate by SEBI.