



**POLICY ON INSIDER TRADING – CODE OF CONDUCT AND PRACTICES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Regulatory Reference	SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended)
Applicability	All Designated Persons, Connected Persons, Directors, KMP, and employees of PCSL

1. Preamble

Prompt Corporate Services Limited ('PCSL' or 'the Company') has formulated this Code of Internal Procedures and Conduct ('Code') for regulating, monitoring and reporting of trading by its Designated Persons and their immediate relatives. This Code has been formulated pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), as amended. The Code aims to prevent insider trading and maintain the integrity of the securities market.

Given that PCSL is itself a stock broker, this Code is of special significance as the Company's employees and directors may have access to price-sensitive information about listed companies whose securities are traded on exchanges.

2. Key Definitions

- 'Insider' means any person who is or was connected with the company or is deemed to have been connected with the company, and who is reasonably expected to have access to UPSI in relation to PCSL or any other listed company.
- 'Unpublished Price Sensitive Information' or 'UPSI' means any information relating to a company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities.
- 'Designated Person' means directors, officers, employees and connected persons designated by PCSL whose trades in securities of PCSL or any listed company require pre-clearance due to potential access to UPSI.
- 'Trading Window' means the period during which Designated Persons are permitted to trade in securities.
- 'Compliance Officer' means the person designated by PCSL as the Compliance Officer.

3. Prohibited Conduct

- No Designated Person shall communicate UPSI to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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Shalini Singhania
Director



- No person shall advise or procure any other person to trade in securities while in possession of UPSI.
- As a stock broker, PCSL's employees handling client orders shall not use client order information for personal trading ('front-running') – a specific and serious offence under SEBI regulations.

6. Structured Digital Database (SDD)

PCSL shall maintain a Structured Digital Database (SDD) which shall contain the names of persons with whom UPSI is shared and such other details as specified by SEBI. The SDD shall be maintained with adequate internal controls and checks including audit trails and tamper-proof security to prevent unauthorized access.

7. Disclosures

7.1 Initial Disclosure

Every Designated Person and their immediate relatives shall disclose their holdings of securities of PCSL to the Compliance Officer within 30 days of the designation or notification.

7.2 Continual Disclosures

Every person holding more than 1% of the shares or voting rights of PCSL, and every Director, Promoter and KMP shall disclose to the Company within 2 trading days of any transaction that aggregates to Rs. 10 lakhs or more in value in a calendar quarter.

7.3 Disclosures by Compliance Officer to Stock Exchanges

PCSL shall, upon receipt of disclosures under Regulation 7 of the PIT Regulations, disclose to the stock exchanges within 2 trading days.

8. Penalties for Violations

Any violation of this Code by a Designated Person shall be subject to disciplinary action including termination of employment, reporting to SEBI, and may expose the individual to civil and criminal penalties under the PIT Regulations and the SEBI Act, 1992.

9. Code for Fair Disclosure of UPSI

PCSL shall formulate and publish on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Fair Disclosure Code'), which shall be governed by the Principles of Fair Disclosure as specified in Schedule A of the PIT Regulations.

PROMPT CORPORATE SERVICES LTD.
Shalini Singhaia
Director