

# INSIDER TRADING CODE OF CONDUCT



**Commitment Finance Limited**

C/O Business Communication Centre 21,  
Parsee Church Street, Opp. 18, Ezra Street Kolkata  
West Bengal -700001

# COMMITMENT FINANCE LTD

CIN: L65923WB1990PLC050406

Regd. Office: C/o Business Communication Centre, 21 Parsee Church Street,

Opp. 18 Ezra Street, Kolkata – 700001

Email: corp.commitment@gmail.com; Website: www.commitmentfinance.in

---

## INSIDER TRADING CODE OF CONDUCT

[Pursuant to Regulation 12(1) of SEBI (Prohibition of Insider Trading) Regulations, 1992]

### Introduction

Regulation 9 of the Regulations requires the Board of Directors of every listed Company and market intermediary to formulate a Code of conduct to regulate, monitor and report trading by its employees and other “**connected persons**”, towards achieving compliance with the Regulations, without diluting the provisions of the Regulations in any manner. This code must be read with SEBI (Prohibition of Insider Trading Regulations), 2015, subject to amendments from time to time.

Commitment Finance Limited, hereby notifies that this Insider Trading Code of Conduct (The Code).

### A. Definitions

- 1) “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- 2) “**Company**” means Commitment Finance Limited;
- 3) “**Compliance Officer**” means the Company Secretary for the purpose of administration of the Insider Trading Code.
- 4) “**Connected Person**” means a connected person as defined in Regulation 2(1)(d) of the Regulations and for the purposes of this Code, includes:

Any person who is or has during the six months prior to the concerned act, been associated with the 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himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

- 5) “**Dealing in Securities**” means subscribing, buying, selling or agreeing to subscribe, sell or deal in any securities either as principal or agent and includes exercising of options;

6) **“Deemed Connected Persons”** – 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–

- an immediate relative of connected persons specified in clause 2; or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company; or
- an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the company; or
- 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;

It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

7) **“Designated Persons”** includes:

- Board of directors of the Company
- Key Managerial Personnel of the Company
- Any other person as identified by the Compliance Officer

8) **“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;

9) **“Insider”** means any person who is:

- a connected person; or
- in possession of or having access to unpublished price sensitive information;

Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a

person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

10) "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the 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:

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement amended from time to time.

Words and expressions used and not defined in this Code shall have the respective meanings assigned to them in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; the Securities and Exchange Board of India Act, 1992, the Companies Act, 2013 and rules & regulations made thereunder.

**B. Implementation of the Code** Compliance Officer shall be responsible for implementation of the Code.

### **C. 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) Such trading plan shall—

i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

iii) entail trading for a period of not less than twelve months;

iv) not entail overlap of any period for which another trading plan is already in existence;

v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

vi) not entail trading in securities for market abuse.

3) 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.

4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information 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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

#### D. Disclosures

##### *Initial Disclosures*

1. Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company in **Form A** within thirty days of these regulations taking effect;

2. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company in Form B within seven days of such appointment or becoming a promoter.

### **Continual Disclosures**

1. Every promoter, employee and director of every company shall disclose to the company in **Form C** the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

2. The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

### **Disclosures by other connected persons**

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures in **FORM D**, of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

### **E. Trading Window**

Trading window restrictions for trading in securities of the Company.

1. The trading window shall be closed 5 days before the Board Meeting in which following items, ordinarily including but not restricted to, are being considered:

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement amended from time to time.

2. The trading window shall also be closed, during the time when the Compliance Officer determines that Designated Persons can reasonably be expected to have Unpublished Price Sensitive Information.

3. The communication related to closure and opening of the trading window shall be sent to all the Insiders by means of intimation to the stock exchanges where equity shares of the Company are listed. Irrespective of whether such communication has been read or received or not, persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the trading window before undertaking any trades in the securities of the Company.

4. All Board of Directors, Employees of the Company and their Immediate Relatives are prohibited to trade in securities of the Company when the trading window is closed. However, this restriction shall not apply for exercising ESOPs granted by the Company. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

5. Ignorance of the closure of the trading window or non-receipt of communication of closure of trading window shall not justify any trades undertaken by the Insiders during such closure of trading window.

6. When the trading window is open, all Designated Persons should obtain pre-clearance in **FORM – PCT**, if the trading exceeds the limit as intimated by the Compliance Officer and/or a person designated by the Compliance Officer before trading in securities the Company by making a written request in the format provided therein. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI, even if trading window is open.

7. On receipt of trading approval, the trade can be executed. Pre-Clearance shall be required for each separate trade that is proposed to be transacted. However, simultaneous approval may be granted for execution of more than one trade at the same time. Pre-Clearance shall be valid for only 7 days, post which, reasons for not dealing in securities shall be specified.

8. The timing for re-opening of the trading window shall be forty-eight hours after the information becomes generally available.

#### **F. Contra Trade**

A designated person shall not be permitted to execute a contra trade within 6 months of original trade. The compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

-----XXXXXXXXXXXXXXXXXXXX-----



**FORM – PCT**

(Pursuant to provisions of Clause E.6)

To,  
**The Compliance Officer,**  
**Commitment Finance Limited**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of trading 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 any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information 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 trading in the securities of the Company until such information becomes public.

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

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary confirmation within 7 days of this Form of the transaction / a 'Nil' report if the transaction is not undertaken.

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

Signature : \_\_\_\_\_

Name:

Designation:

Date:



**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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. | Securities held as on the date of regulation coming into force             |    | % of Shareholding |
|------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----|-------------------|
|                                                |                                                                                     | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No |                   |
| 1                                              | 2                                                                                   | 3                                                                          | 4  | 5                 |

*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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force |                                        |                               | Open Interest of the Option Contracts held as on the date of regulation coming into force |                                        |                               |
|-------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------|
| 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 |
| 6                                                                                         | 7                                      | 8                             | 9                                                                                         | 10                                     | 11                            |

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

**Name & Signature.**

**Designation.**

**Date.**

**Place.**

••••••••

**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 | Securities held as on the date of regulation coming into force             | % of Shareholding |   |
|------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------|---|
|                                                |                                                                                    | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No                |   |
| 1                                              | 2                                                                                  | 3                                                                          | 4                 | 5 |

**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.

.....

**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<br>, PAN,<br>CIN/<br>DIN,<br>&<br>address<br>with<br>contact<br>nos | Category of<br>Person<br>(Promoters/<br>KMP /<br>Directors /<br>Immediate<br>relative to /<br>others<br>etc ) | Securities<br>held prior to<br>acquisition /<br>disposal                                           |                                    | Securities<br>acquired/Disposed                                                                       |    |       |                                                                         | Securities held<br>post<br>acquisition/disposal                                                    |                                    | Date of<br>allotment<br>advice/<br>acquisition of<br>shares/<br>sale of<br>shares<br>specify |    | Date<br>of<br>intimation to<br>company | Mode of<br>acquisition /<br>disposal<br>(on<br>market/<br>public/<br>rights/<br>preferential offer /<br>off<br>market/<br>Inter-se<br>transfer,<br>ESOPs<br>etc.) |
|--------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------|----|-------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------|----------------------------------------------------------------------------------------------|----|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                          |                                                                                                               | Type<br>of<br>security (For<br>eg. –<br>Shares,<br>Warrants,<br>Convertible<br>Debentures<br>etc.) | No.<br>and<br>% of<br>shareholding | Type<br>of<br>security<br>(For<br>eg. –<br>Shares,<br>Warrants,<br>Convertible<br>Debentures<br>etc.) | No | Value | Transaction<br>Type<br>(Buy/<br>Sale/<br>Pledge /<br>Revoke/<br>Invoke) | Type<br>of<br>security (For<br>eg. –<br>Shares,<br>Warrants,<br>Convertible<br>Debentures<br>etc.) | No.<br>and %<br>of<br>shareholding | From                                                                                         | To |                                        |                                                                                                                                                                   |
| 1                                                                        | 2                                                                                                             | 3                                                                                                  | 4                                  | 5                                                                                                     | 6  | 7     | 8                                                                       | 9                                                                                                  | 10                                 | 11                                                                                           | 12 | 13                                     | 14                                                                                                                                                                |

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

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) |                                          |
| 15                                                                        | 16                      | 17             | 18                                     | 19             | 20                                     | 21                                       |

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

Name & Signature.

Designation.

Date.

Place.

••••••••

**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<br>, PAN,<br>CIN/D<br>IN, &<br>addre<br>ss<br>with<br>conta<br>ct | Conn<br>ect<br>ion<br>with<br>comp<br>any | Securities<br>held prior to<br>acquisition /<br>disposal                                                                 |                                                | Securities<br>acquired/Disposed                                                                                                    |        |               |                                                                                             | Securities held<br>post<br>acquisition/disp<br>osal                                                                      |                                         | Date of<br>allotme<br>nt<br>advice/<br>acquisit<br>ion of<br>shares/<br>sale of<br>shares<br>specify |        | Date<br>of<br>intima<br>tion to<br>compa<br>ny | Mode of<br>acquisitio<br>n /<br>disposal<br>(on<br>market/p<br>ublic/<br>rights/<br>preferenti<br>al offer /<br>off<br>market/<br>Inter-se<br>transfer,<br>ESOPs<br>etc.) |
|------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|--------|---------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------|--------|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                        |                                           | Type<br>of<br>securi<br>ty (For<br>eg. –<br>Shares<br>,<br>Warr<br>ants ,<br>Conve<br>rtible<br>Deben<br>tur es<br>etc.) | No.<br>and<br>% of<br>shar<br>eh<br>oldi<br>ng | Type<br>of<br>secur<br>ity<br>(For<br>eg. –<br>Shar<br>es,<br>Warr<br>an ts,<br>Conv<br>ert<br>ible<br>Debe<br>nt<br>ures<br>etc.) | N<br>o | Va<br>lu<br>e | Trans<br>act<br>ion<br>Type<br>(Buy/<br>Sale/<br>Pledg<br>e /<br>Revo<br>ke/<br>Invok<br>e) | Type<br>of<br>securi<br>ty (For<br>eg. –<br>Shares<br>,<br>Warr<br>ants ,<br>Conve<br>rtible<br>Deben<br>tur es<br>etc.) | No.<br>and %<br>of<br>shareh<br>oldi ng | Fro<br>m                                                                                             | T<br>o |                                                |                                                                                                                                                                           |
| 1                                                                      | 2                                         | 3                                                                                                                        | 4                                              | 5                                                                                                                                  | 6      | 7             | 8                                                                                           | 9                                                                                                                        | 10                                      | 11                                                                                                   | 1<br>2 | 13                                             | 14                                                                                                                                                                        |

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

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) |                                          |
| 15                                                                        | 16                      | 17             | 18                                     | 19             | 20                                     | 21                                       |

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

Name & Signature.

Designation.

Date.

Place.

.....