



**Satin™  
Housing  
Finance Ltd.**

**THE ANSWER IS HOME**

**SHFL CODE OF CONDUCT**  
**FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED**  
**PERSONS & THEIR IMMEDIATE RELATIVES**

**Under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading)  
Regulations, 2015**

**Version 1 April 1, 2024**

**Ownership- Secretarial Department**

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**SATIN HOUSING FINANCE LIMITED**

Regd. Off: 505, 5<sup>th</sup> Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi – 110033,  
India,

Corporate Office: Plot No. 492, 2<sup>nd</sup> Floor, B Wing, Udyog Vihar, Phase -3, Gurugram, Haryana – 122016,  
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**Revision History:**

| <b>Version No.</b> | <b>Date</b> | <b>Ownership/Prepared<br/>by/Modified by</b> | <b>Overview of Changes</b> | <b>Approved by</b> |
|--------------------|-------------|--|----------------------------|--------------------|
| Version – 1        |             | Vaishali Goyal                               | Original                   | Board of Directors |

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## SECTION I: INTRODUCTION

The Satin Housing Finance Limited (the “Company”) endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information introduced this **SHFL Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons** (hereinafter referred to as ‘the Code of Conduct’ or ‘Code’) to regulate, monitor and report trading in Securities of the Company by the Designated Persons and their Immediate Relatives for achieving compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “Regulations”). The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

1. The Code shall continue to be in force until the Regulations under which the said Code has been framed, be repealed by the Securities and Exchange Board of India (“SEBI”) or is subject to change pursuant to any amendments thereof in the said Regulations.
2. The Board of Directors (hereinafter referred to as ‘Board’), may from time to time review and amend the provisions of the Code in terms of the global practices being followed and amendments, if any, under the Regulations.
3. In case of any conflict between this Code of Conduct and applicable provisions of the law, the applicable law shall prevail. Any further amendment/changes in applicable provision shall be deemed to form part of this Code of Conduct.

## **SECTION II: OBJECT OF THE CODE**

The Code of Conduct aims to:

- a) Promote ethical behavior among Employees and a Culture of trust, honesty, integrity, transparency, accountability by restricting Designated Persons and their immediate relatives to use UPSI to their own personal advantage at the cost of stakeholders and the Company.
- b) Ensure transparency and fairness in dealing with the connected as well as deemed to be connected persons and adherence to all applicable laws and regulations.

### SECTION III: DEFINITIONS & INTERPRETATIONS

#### 1. Definitions: -

In this Code the following expressions including their grammatical variations and cognate expressions shall unless repugnant to the context or meaning thereof, subject to amendments notified by SEBI, have the meaning assigned to them respectively hereunder: -

- (a) “Act” means the Securities and Exchange Board of India Act, 1992.
- (b) “Associate Company” or “Associate” means a Company as defined in section 2(6) of the Companies Act, 2013 or under Regulation 2(1)(b) of SEBI (LODR) Regulations, as amended from time to time;
- (c) “Board” means the Board of Directors of the Company;
- (d) “Code of conduct” or “Code” means SHFL Code of Conduct for regulating, monitoring and reporting trading by Designated Persons & their immediate relatives.
- (e) “Company” means Satin Housing Finance Limited, a company incorporated under the Companies Act, 2013 and having its registered office at 505, 5<sup>th</sup> Floor, Kundan Bhawan, Azadpur Commercial Complex, Azadpur, Delhi – 110033, India.
- (f) “Connected person” means-
  - i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be *deemed to be connected persons* unless the contrary is established, -
    - an immediate relative of connected persons specified in clause (i); 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 recognised 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; or
  - Internal & External Auditors; or
  - Contractual Agencies; or
  - Legal Consultants; or
  - Investor Associations; or
  - Research Agencies; or
  - Media Agencies/ persons
  - Any other person as may be notified or as directed by any authority, from time to time.
- (g) **“Compliance Officer”** means any senior officer, designated so and reporting to the Board 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 the company or the head of an organization, as the case may be;
- (h) **“Designated Persons”** means:
- (i) Promoters of the Company;
  - (ii) Directors of the Company;
  - (iii) Key Managerial Personnel of the Company;
  - (iv) Employees up to 2 levels below the Directors and Chief Executive Officer of the Company, (if any);
  - (v) Employees in the Department of Finance, IT, Accounts and in the Legal/ Secretarial of the Company who are placed at Registered /Corporate Office of the Company;
  - (vi) Persons (as stated under point (i) to point (v) above of Holding Company (if any), Subsidiary Company (ies) and Associate Company (ies).
  - (vii) Such other persons, as the Company/ Compliance Officer may designate from time to time.
- (i) **“Director”** means a member of the Board of Directors of the Company.
- (j) **“Employees”** means Employees of the Company including Permanent Employees, Contractual Employees, apprentices, trainees etc.
- (k) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;
- (l) **“Holding Company”** means a Company as defined in section 2(46) of the Companies Act, 2013 or under Regulation 2(1)(m) of SEBI (LODR) Regulations, as amended from time to time;
- (m) **“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;

- (n) **“Insider”** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;
- (o) **“Key Managerial Personnel”** in relation to a company means personnel as defined under section 2(51) of the Companies Act, 2013 or under Regulation 2(1)(o) of SEBI (LODR) Regulations, as amended from time to time;
- (p) **“Need to know basis”** means sharing of UPSI to persons 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.
- (q) **“Ordinary course of business”** includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.
- (r) **“Promoter” & “Promoter Group”** shall have the same meaning as assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof (Collectively called as “Promoter” for the purpose of this Code);
- (s) **“SEBI (LODR) Regulations”** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto;
- (t) **“SEBI (PIT) Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- (u) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- (v) **“Structured Digital Database”** means the database maintained pursuant to the Regulations for handling Unpublished Price Sensitive Information;
- (w) **“Subsidiary Company” or “Subsidiary”**, means a Company as defined in section 2(87) of the Companies Act, 2013 or under Regulation 2(1)(zm) of SEBI (LODR) Regulations, as amended from time to time;
- (x) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (y) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities (which also includes Pledge), and "trade" shall be construed accordingly;
- (z) **“Trading days”** means the days on which the concerned stock exchanges where the Securities of the Company are listed are open for trading;
- (aa) **“Trading Plan”** means a plan for Trading in securities of the Company for a period not less than 12 months by the insider not being a period earlier than 6 months post public disclosure of the plan.



**(bb) “Trading Window”** means the period during which trading may be carried out in Company’s Securities by Connected person;

**(cc) “Unpublished Price Sensitive Information / 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:

- Periodical financial results of the Company;
- Dividends;
- Issue of securities or buy-back of securities;
- change in capital structure
- any major expansion plans or execution of new projects, new investor / new product;
- disposal of the whole or substantial part of the undertaking;
- mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
- any significant changes in policies, plans or operations;
- declaration of bonus;
- changes in key managerial personnel

## **2. Interpretation:**

In this document, unless the contrary intention appears:

- a)** The singular includes the plural and vice versa;
- b)** Any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders.

#### **SECTION IV: APPLICABILITY OF CODE**

The Code shall be applicable to Designated Persons and their Immediate relatives.

The expression “Designated Person” in any portion of this Code shall be construed as if it included his / her immediate relatives.

## SECTION V: ADMINISTRATION OF CODE BY COMPLIANCE OFFICER

- a) The Board has appointed Company Secretary, as the Compliance Officer under this Code, who shall report to the Board. In the absence of the Compliance Officer for any reason, the CFO or any senior officer, reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, shall carry out the responsibilities of the Compliance Officer as required under this Code, and the Regulations.
- b) The Compliance Officer shall be responsible for compliance with policies, procedures, monitoring adherence to the rules for the preservation of “UPSI”, pre-clearing of Designated Persons and their immediate relative’s trades (directly or through respective department heads as decided by the Company), monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- c) The Compliance Officer shall maintain records of the Designated Persons in **Proforma 1**.
- d) The Compliance Officer shall maintain relevant records including the Structured Digital Database pursuant to this Code for a minimum period of five years after the completion of the relevant transactions. In the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the Structured Digital Database shall be preserved till completion of such proceedings.
- e) The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.
- f) The Compliance Officer may in consultation with the Authorized Representative and shall as directed by the Board, specify period for closure of Trading Window from time to time and immediately make an announcement thereof. Compliance Officer is required to ensure that the Trading Window shall be closed from the end of every quarter, not be re-opened earlier than forty-eight hours from the date of dissemination of Financial Results to the Stock Exchange(s).
- g) The Compliance Officer shall place report in respect of dealings in the securities by Designated Persons (in the format prescribed at **Proforma 2**) before the Chairman of the Board and Audit Committee on a quarterly basis.
- h) The Compliance Officer may ensure effective implementation, monitoring and compliance of the insider trading compliances as per the Code and application regulations through RTA or any other outside agencies.
- i) The Compliance Officer may obtain requisite declarations from the connected and deemed to be connected persons to prevent the acts of insider trading.
- j) The Compliance Officer shall be responsible for:
  - i. pre-clearing and monitoring of Trades;
  - ii. approving the Trading Plan and notifying the same to the stock exchanges on which the Securities of the Company are listed;
  - iii. re-opening and closure of the Trading Window;
  - iv. providing relaxation from the restriction of contra transaction(s) as stipulated in this Code; and
  - v. reporting violation of this Code or of the Regulations to the Board of the Company and to the Stock Exchanges.

## **SECTION VI: RESTRICTION ON SHARING OR COMMUNICATION OF UPSI AND FORMULATION OF CHINESE WALLS**

### **1. Restriction on Sharing or Communication of UPSI**

- a) Every information within the Company shall be handled on need to know basis. No UPSI shall be shared or communicated to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) No UPSI shall be procured from any person except where such procurement is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- c) For the purpose of this section, the term legitimate purpose shall include sharing of UPSI in the ordinary course of business by a Designated Person 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 prohibitions of this code and SEBI (PIT) Regulations.

Explanation: For the Company its “Ordinary course of business” includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

- d) Further any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” and a notice along with copy of this code shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code and SEBI (PIT) Regulations.”
- e) The Designated Person before communicating any UPSI to any person, as mentioned above, shall first approach to the head of the Department (“head”) who shall be responsible for assessing the need to share such information. The head on being satisfied shall give a written confirmation to the insider upon which the insider may communicate the UPSI. In case the Designated Person is himself/herself is the head of the Department, he/she shall assess the need and if on being satisfied can share the UPSI.
- f) Before communicating any UPSI, Designated Person shall further take requisite information (including Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.) or documents or undertakings etc. ensuring that the UPSI will not be disclosed by such person to any other person for any reasons what so ever.

- g) Designated Person shall only communicate UPSI to any person, as mentioned above, through his / her official email id or such other modes as may be determined by the Board from time to time.

## **2. Chinese Wall**

- a) To prevent the misuse of UPSI, the Company has adopted following norms for Chinese Wall procedures, which separates those departments which routinely have access to UPSI, considered as 'Inside Areas' from other departments providing support services, considered as 'Public Areas':
- b) The Designated Persons in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas.
- c) The demarcation of various departments as Inside Areas as determined by the Compliance Officer, from time to time.

## SECTION VII: TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

### 1. Trading Window:

- 1.1 Trading in securities of the Company shall only be done when the Trading Window is open and within the threshold limit prescribed hereunder and shall not trade in the securities of the Company during the period when the Trading Window is closed.
- 1.2 The Trading Window shall be closed when the Compliance Officer determines that a designated person or class of designated persons or their relatives can reasonably be expected to have possession of UPSI.
- 1.3 The Trading Window shall remain closed from such date as specified or determined by the compliance officer to consider:
  - Declaration of Financial results (quarterly and annual) \*;
  - Declaration of dividends (interim and final);
  - Issue of securities by way of public/rights/bonus etc.;
  - Any major expansion plans or execution of new projects;
  - Amalgamation, mergers, takeovers and buy-back;
  - Disposal of whole or substantially whole of the undertaking;
  - Any significant changes in policies, plans or operations of the Company;
  - Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
  - Consolidation / splitting of shares;
  - Voluntary de-listing of shares by the company;
  - ADR / GDR or any other class of securities to be issued abroad; &
  - Cancellation of dividend/right etc.
  - For such other matters as determined by the Compliance officer from time to time.

*\*With regard to declaration of financial results, the trading window shall remain closed from the end of every quarter, till 48 hours after the financial results are submitted to the Stock Exchanges.*

- 1.4 The Trading Window shall be opened not earlier than 48 hours after UPSI becomes generally available information.
- 1.5 Subscription of shares from the primary market shall be allowed during closure of Trading Window subject to receipt of pre – clearance (as defined below in sub clause 2 of this section) from the Compliance Officer. However, sale of shares, so acquired shall not be allowed when trading window is closed.
- 1.6 There may be instances where a particular transaction is in initial preliminary stage and may not be disseminated to public at large before finalization of terms and conditions of the transaction. To ensure that no fraudulent dealing in securities takes place even at this stage, a **Notional Trading Window may** be created from time to time by the Compliance officer for Designated Person(s) or class of Designated Person(s) who are directly or indirectly involved in the transaction.

*“Notional Trading Window” means a temporary restriction on the trading during the period when the discussions pertaining to certain transactions which may have a material impact on*

*the Company in future if taken finalized, are being made within the Company but formal decision for the same is yet to be taken.*

1.7 Notional Trading Window generally takes place prior to the communication of following special events to the public:

- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
- Consolidation / splitting of shares;
- Voluntary de-listing of shares by the company;
- ADR / GDR or any other class of securities to be issued abroad;
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus etc.;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy-back;
- Any other event as may be deemed fit by the Compliance Officer.

## 2. Pre-Clearance:

2.1 Any Designated Person and/or their immediate relatives (“applicant(s)”) who intends to trade in the securities of the Company, whose:

- Aggregate market value is Rs 5,00,000/- (Rupees Five Lakh only) or more in a calendar quarter.

shall get their proposed transactions pre-cleared from the Compliance officer as per the procedure mentioned below:

- a. An application in the prescribed form (**Proforma 3**) shall be made to the Compliance Officer by the concerned applicant indicating the estimated number of securities / the value that such applicant intends to deal in, details of depository and such other information as may be prescribed by the Compliance Officer from time to time;
- b. On receipt of such request, the Compliance Officer shall obtain an undertaking in **Proforma 3A** from such person, as follows:
  - i. That the concerned person does not have any access or has not received “UPSI” up to the time of signing of undertaking;
  - ii. That in case the concerned person has access to or receives “UPSI” after the signing of the undertaking but before the execution of transaction, he/she shall inform the Compliance Officer of the change in his position and he/she would completely refrain from dealing in the securities of the Company.; and
  - iii. That he/she has made a full, true and fair disclosure in the matter.

2.2 The Compliance officer upon his satisfaction may give pre-clearance to the applicant for undertaking the proposed transaction. The Pre-clearance shall be valid for such number of days

at the Compliance officer may specify at the time of giving the approval which shall in no case be more than 7 trading days (“approval period”).

- 2.3 The applicant shall immediately intimate the Compliance officer the details of the transaction done in **Proforma 4**. If no transaction is being done within the approval period, the applicant shall intimate the same to the Compliance officer on the next day when the said period expires.
- 2.4 If the order is not executed within the approval period, then the applicant shall get the transaction pre-cleared again.
- 2.5 The mode of applying for pre-clearance and its approval thereof shall be made only through official email of the Company or through hard copy or any other electronic mode as approved by the Compliance officer.

**Note: The restriction on trading window shall not be applicable in the following circumstances:**

- a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulations and both parties had made a conscious and informed trade decision
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Regulations and both parties had made a conscious and informed trade decision;  
Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Regulations.
- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. 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.
- e. the trades were pursuant to a trading plan set up in accordance with this code.
- f. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 8 and compliance with the respective regulations.
- g. Transactions undertaken in accordance to respective regulations made by SEBI, 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
- h. Such other transactions, which shall be specified by SEBI from time to time

**3. Contra Trading or Minimum period of holding of securities:**

- 3.1 All Designated Persons and/or their immediate relatives 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. Hence shall not indulge in contra trading.

- 3.2 No Designated Person(s) and/or his / their immediate relatives shall take positions in derivative transactions in the shares of the Company at any time.
- 3.3 However, the Compliance Officer may be empowered to grant relaxation to any person from strict application of clause 3(1) and/or 3(2) above, for reasons to be recorded in writing provided that such relaxation does not violate SEBI (PIT) Regulations. An application in this regard shall be made to the Compliance Officer in the prescribed format (**Proforma 5**). The Compliance officer may grant relaxation in prescribed format (**Proforma 6**).
- 3.4 Contra trading restrictions shall not apply if trades are being done pursuant to a trading plan.

**Short Selling:** Further no designated person shall directly or indirectly sell any Security if such person (i) does not own the Security sold; or (ii) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle (“short sale”).

#### 4. Trading while in possession of UPSI:

- 4.1 Trading in securities shall not be done by a Designated Person or any of his relatives when he/she is in possession of UPSI.
- 4.2 Provided that he/she may prove his innocence by demonstrating the circumstances including the following:

- The transaction is an off-market transfer between Designated Persons and/or relatives who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.

Provided further that such off market trades shall be reported by the person undertaking such transaction to the Company within two working days. The Company will further notify the particulars of such trade to the Stock Exchanges on which the securities are listed within two trading days from the receipt of the disclosure or from becoming aware of such information.

- The transaction was carried out through the block deal window mechanism between Designated Persons and/or relatives who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.
- The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction was undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- In case of non-individual Designated Persons:

- (a) 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
  - (b) Appropriate and adequate arrangements were in place to ensure that SEBI (PIT) 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;
- The trades were pursuant to a trading plan as defined in section IX of this Code.

## SECTION VIII: TRADING PLAN

### 1. Trading Plan

- 1.1** A Designated Person may formulate a Trading Plan ('TP') in prescribed format (**Proforma 7**) and present it to the Compliance officer for approval and public disclosure pursuant to which trades may be carried out in accordance with such plan.

### 2. Requisites of Trading Plan

- 2.1 Effective date for commencement of Trading Plan:** Any trading as per the trading plan shall only be executed on expiry of six months from the date of public disclosure of the said plan. For instance, if any Designated Person submits his trading plan on May 30 which gets approved and publicly circulated on June 20 then such designated person can commence trading under the said plan only upon expiry of six months from June 20 i.e. trading can be initiated with effect from December 20 and so on.
- 2.2 Prohibited Period under Trading Plan:** Trading, as per the Trading plan, shall not take place between twentieth trading days prior to the last day of any financial period for which the results are required to be announced by the Company and 2 trading days after the disclosure of such financial results. For instance, in respect of financial period ending on March 31, 2015, the prohibited period is 11th March, 2015 (being 20th day prior to the last day the financial period) to 02nd June, 2015 (being 2 trading days after the disclosure of such financial results), presuming 30th May, 2015 is the date of disclosure of financial results.
- 2.3 Tenure of Trading Plan:** Designated Person can give one trading plan at a time and the same should not be for less than 12 months, i.e. there cannot be any overlapping of trading plans.
- 2.4 Disclosures to be made under the Trading Plan:** Any Trading Plan should set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.
- 2.5 Liability on the Insider:** Trading on the basis of such a trading plan shall not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) Regulations, 2003.

### 3. Approval of Trading Plan:

- 3.1** The Trading Plan is needed to be presented 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.
- 3.2** The Compliance Officer shall review the Trading Plan.
- 3.3** The Compliance Officer shall within 15 days from the date of receipt of trading plan, assess the trading plan to ensure that it is not in violation of the said regulations.
- 3.4** For doing so, the Compliance Officer may seek requisite declarations from the concerned Designated Persons.

### 4. Notification to Stock Exchange(s):

4.1 The Compliance Officer shall notify the particulars of the Trading Plan to the Stock Exchange(s) where its securities are listed for public disclosure.

**5. Execution of Trading Plan:**

5.1 The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan without any deviation.

5.2 The commencement of the trading plan shall be deferred if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available.

5.3 The Insider shall furnish the details of the transactions undertaken in terms of the plan to the compliance officer within 2 trading days from the date of execution as per the prescribed format (**Proforma 8**).

## SECTION IX: DISCLOSURE BY DESIGNATED PERSONS

1. Every Designated Person shall make the following disclosures to the Company:

### Initial Disclosures

- (a) Every Director and Key Managerial Personnel shall disclose details of the Securities of the Company held by him and his Immediate Relatives as on the date of his appointment as the Director or Key Managerial personnel of the Company, as the case may be. Similarly, every Promoter of the Company and his Immediate Relatives as well as members of the Promoter Group shall disclose details of the Securities of the Company held by them as on the date of becoming a Promoter of the Company or member of the Promoter Group. Such disclosures shall be made to the Company within seven days of such appointment or becoming a promoter in **Proforma 9**.
- (b) A person shall within 7 days of becoming a Designated Person, shall furnish a statement of his Immediate Relatives and other person with whom he has material financial relationship, to the Company in **Proforma 10**.

*Explanation: The term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.*

### Continual Disclosures

- a) Every Designated Person shall disclose to the Company 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 transaction over any calendar quarter, aggregates to a traded value in excess of ten lakhs rupees in the format prescribed (**Proforma 11**).

Note: The disclosure to be made above shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decision.

- b) The Company shall notify the particulars of such Trading in the Securities to the stock exchange on which the Securities of the Company are listed, within two Trading Days of receipt of the disclosure or from becoming aware of such information.

Explanation: Any incremental transactions that take place after a transaction is disclosed under the above provisions shall be required to be made when the value of such incremental transactions exceed the threshold limit of Rs. 10,00,000 (Rupees Ten Lakh).

- c) The above disclosures shall be made in such form and such manner as may be specified by SEBI from time to time.

2. Disclosure by the Company to the Stock Exchange:

Wherever mandated by the SEBI (PIT) Regulations, the Compliance Officer within the mandated time frame shall disclose the information received to the Stock Exchanges.

3. Designated persons shall be required to disclose names of educational institutions from which they have graduated and names of their past employers on a one-time basis in the format prescribed (**Proforma 12**).

## **SECTION X: INTRODUCTION OF INDIVIDUALS ON SENSITIVE TRANSACTIONS THAT MAY INVOLVE OR GIVE RISE TO UPSI**

In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the respective head of the Department to which the transaction pertains shall:

- Give a copy of the Code if not earlier provided.
- Give a brief introduction of the Code to the individuals involved in the transaction.
- Brief the Individuals and made them aware about their duties and responsibilities after receiving such sensitive information.
- Brief about the penalties and liabilities that attaches to misuse of such information as provided to such persons.
- Get a signed Non – Disclosure Agreement or such other agreements as deem fit by the head of the Department and Compliance Officer so as to ensure that no leak of UPSI takes place.
- Take Permanent Account Number or any other identifier authorized by law from such persons to whom such information is being given.
- Intimate the same to the Compliance officer with all such requisite details of sharing such information.
- The Compliance officer may ask for such additional information as he may deem fit to ensure the Compliance of this Code and SEBI (PIT) Regulations.

## **SECTION XI: PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

Upon becoming aware of any leak/ allegation/ suspicions of an incident pertaining to UPSI, including by way:

- (a) communication from regulatory authorities; or
- (b) a written complaint or an e-mail from whistle-blower; or
- (c) internal monitoring mechanisms of the Company,

the Compliance Officer shall intimate to the MD and/or CFO and/or Group Controller (“**Reporting Officials**”) of the Company about such incident and the Reporting Officials shall direct the Compliance Officer to enquire and/or investigate the matter in the following-:

### **a) Preliminary Inquiry:**

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

If in the opinion of Reporting Officials of the Company, the preliminary inquiry reports warrants further investigation, the same shall be submitted by the Compliance Officer to:

- 1. Board
- 2. Securities and Exchange Board of India (“SEBI”)

### **b) Detailed Inquiry:**

In the event Reporting Officials of the Company decides that the matter warrants an inquiry, they may instruct the Compliance Officer to conduct a detailed inquiry. The Compliance Officer of the Company:

- (i) may suo-moto or authorise any other person(s) as it may deem fit, to collect the relevant facts, materials and documents substantiating actual or suspected leak of UPSI.
- (ii) shall strive to conclude the inquiry within 45 days from its commencement. It is clarified that the period for conclusion of the inquiry may be extended with the prior permission of the Board, if the circumstances so require.
- (iii) Upon completion of the inquiry, shall submit the inquiry report to the Audit Committee & Board of Directors and such report shall also be submitted to SEBI simultaneously.
- (iv) If any person founds guilty under this section, then such person will be liable for the penalty under Section XII of this code.



## **SECTION XII: PENALTY FOR CONTRAVENTION OF THE CODE**

### **1. Penalty for Contravention of the code**

1. Any person who trades in securities or communicates any information for trading in securities in contravention of this Code may be penalized and appropriate action would be taken by the Company.
2. In case Compliance Officer observes that any person has violated this Code or SEBI (PIT) Regulations, shall inform the Board promptly and thereafter Securities and Exchange Board of India (“SEBI”).
3. Any person who violates this Code shall also be subject to disciplinary action by the Company, which may include wage/salary freeze, suspension, recovery, clawback etc. in the format prescribed (Proforma 13)
4. 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.
5. Any profit made by any person shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the (“SEBI”).

### **Disclaimer**

The Code is the internal policy of the Company to regulate Designated Persons and their Immediate Relatives who may be considered by the Company to be in possession of Unpublished Price Sensitive Information for the purposes of the Regulations, from Communicating and Trading. It is however the responsibility of each Designated Person to ensure compliance with the provisions of the Regulations and other related laws and also on behalf of its Immediate Relatives. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or their Immediate Relatives, of the Regulations or other related laws.

### SECTION XIII: FORMATS\*

**\*Formats as provided in the 'CODE OF CONDUCT FOR REGULATING & MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES' are subject to SEBI amendments that needs to be referred by stakeholders from SEBI official website i.e., <https://www.sebi.gov.in/> or make request to Compliance Officer**

[To be maintained by Compliance Officer]

[As per Section V (c) of the SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

As on .....

LIST OF DESIGNATED PERSONS

| Name of the Designated Person | Employee Number, if any | Designation | Department | Date of joining in case of new appointees (*) | Date of ceasing to be a Designated Person |
|-------------------------------|-------------------------|-------------|------------|---|---|
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |
|                               |                         |             |            |   |   |

(\*) Includes employees promoted to the category of Designated Persons.

**PROFORMA 2**

(Format of Report to be submitted by the Compliance Officer to the Board)

[As per Section V (g) of the SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

| S.No. | Particulars of Transaction                      | Particulars of the Designated Person (Name & Designation) | Shares involved in a transaction |      |          | Brief Details of the Transaction |
|-------|---|---|----------------------------------|------|----------|----------------------------------|
|       |   |   | Number                           | %age | Amt (Rs) |                                  |
| 1.    | Dealing in ..... Shares of the Company          |   |                                  |      |          |                                  |
| 2.    | Submission of Trading Plan                      |   |                                  |      |          |                                  |
| 3.    | Pre-Clearance obtained                          |   |                                  |      |          |                                  |
| 4.    | Receipt of request for waiver of holding period |   |                                  |      |          |                                  |
| 5.    | Any other related Transaction                   |   |                                  |      |          |                                  |

*Signature*

*Designation: Compliance officer*

*Date:*

Serial No :

**APPLICATION FORM FOR PRE-CLEARANCE OF TRADES IN COMPANY'S SECURITIES**

**[As per Section VII, Clause 2.1 a. of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

**The Compliance Officer  
Satin Housing Finance Limited  
5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi-110033**

Dear Sir,

I intend to deal in the securities of the Company as per the particulars furnished below:

|  |  |
|--|--|
| Approval seeking for   | <input type="checkbox"/> Self<br><input type="checkbox"/> Immediate Relative |
| Name of the person for whom the transaction is to be executed            |  |
| Relationship with the applicant  |  |
| No. of shares covered by the transaction                                 |  |
| Nature of transaction for which approval is sought                       | <b>Purchase/Sale/Pledge *</b>  |
| Depository I.D. No.  |  |
| Client I.D. No.  |  |
| Particulars of the broker through whom the transaction is to be executed | Name :<br>Address :<br>Phone No. :   |

\* - *strike out whichever is not applicable*

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

\_\_\_\_\_  
 Name of the Applicant  
 Employee Code No. :  
 Department :  
 Date :  
 Place :

**(Draft undertaking to be accompanied with every pre-clearance application)**

**(Applicable in case of Designated Person and his immediate relative)**

**[As per Section VII, Clause 2.1 b. of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

**SATIN CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

**The Compliance Officer**

**Satin Housing Finance Limited  
5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi-110033**

Dear Sir/Madam,

I, \_\_\_\_\_(NAME) being a (Designation) of the Company /an immediate relative of \_\_\_\_\_ (Designation) of the Company, in respect of dealing in \_\_\_\_\_ shares of the Company subject to receipt of pre-clearance of the transaction hereby undertake that:

- a. to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Company;
- b. not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c. to report to the Compliance Officer, any non-public information that may be directly received by me;
- d. that I did not have any access or received 'Unpublished Price Sensitive Information' up to the date of signing this undertaking;
- e. that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the securities of the Company till such time such information becomes public;
- f. that I have not contravened the Code of conduct for regulating & monitoring trading by insiders as notified by the Company from time to time; and
- g. that the transaction stated in the application shall be executed within one week from the date of pre-clearance by the Company, and if the same is not executed within seven trading days, I shall seek a fresh pre-clearance of the transaction.
- h. that I have made full and true disclosure in the matter.
- i. that I shall not enter into a contra trade during the next six months following the prior transaction.

(Signature)

\_\_\_\_\_  
Name of Designated Employee/Immediate Relative :

Employee Code No.:

Division :

Department :

Location :

Place :

Date :

***Note: In case of joint holder(s)/relatives, this undertaking has to be signed by all individually.***

(Confirmation of date of completion of transaction)

**[As per Section VII, Clause 2.3 of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

The Compliance Officer  
**Satin Housing Finance Limited**  
**5th Floor, Kundan Bhawan, Azadpur Commercial Complex,**  
**Azadpur, Delhi-110033**

Dear Sir/Madam,

**Sub: Date of completion of transaction**

I hereby confirm that the transaction for dealing in the shares of the Company for which pre-clearance was granted on \_\_\_\_\_, was completed on \_\_\_\_\_ by purchasing \* / selling \* \_\_\_\_\_ (nos.) ..... shares of the Company.

| <b>Name of holder</b> | <b>No. of Securities dealt with</b> | <b>Bought/sold/subscribed</b> | <b>DP ID/Client ID /Folio No</b> | <b>Price (Rs.)</b> |
|-----------------------|-------------------------------------|-------------------------------|----------------------------------|--------------------|
|                       |                                     |                               |                                  |                    |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- a. Broker’s Contract Note.
- b. Proof of payment to / from brokers.
- c. Extract of bank passbook/statement (to be submitted in case of demat transactions).
- d. 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 contravened for effecting the above said transactions(s).

Thanking you,

Yours faithfully,

\_\_\_\_\_

(Signature)

\_\_\_\_\_  
 Name of Designated Employee/Immediate Relative:  
 Employee Code No.:

Division:

Department:

Location:

Place:

Date:

\* - strike out whichever is not applicable



(Application for waiver of minimum holding period)

**[As per Section VII, Clause 3.4 of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

**The Compliance Officer**

**Satin Housing Finance Limited  
5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi-110033**

Dear Sir/Madam,

**Sub : Waiver of minimum holding period**

In reference to Clause 5 of the Code of Conduct for prevention of insider trading that restricts entering into contra trade for a period of six months from the date of the transaction, I wish to inform you that I acquired/sold ..... (No.) .....Shares on ..... (date).

However, due to ..... (mention reason), I propose to deal in the Shares of the Company to the extent of ..... (No.) ..... Shares.

You are requested to kindly relax the minimum holding period condition and allow me to enter into this contra trade.

Thanking you,

Yours faithfully,

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
Name of Designated Employee/Immediate Relative:

Employee Code No.:

Division :

Department :

Location :

Place :

Date :

(Contra Trade)

[As per Section VII, Clause 3.3 of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

Date :

To :

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir/Madam,

Sub : **Relaxation from restriction on Contra Trade/Rejection of Contra Trade\***

Ref: **Your application dated \_\_\_\_\_, for waiver of minimum holding period for \_\_\_\_\_ shares**

With reference to the above mentioned application submitted by you, we would like to inform you that we grant you approval/we do not grant you approval for following reason(s)\*\*

1. -----

Thanking you,

Yours faithfully,

For **Satin Housing Finance Limited**

**Compliance Officer**

**\*\*/\*\* As the case may be**

## (Trading Plan)

[As per Section VIII, Clause 1.1 of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

**The Compliance Officer**  
**Satin Housing Finance Limited**  
**5th Floor, Kundan Bhawan,**  
**Azadpur Commercial Complex,**  
**Azadpur, Delhi-110033**

Dear Sir,

**Sub: Trading Plan under Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

In terms of provisions of Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and clause 1.1 of the Code of Conduct adopted by the Company for Prevention of Insider Trading, I, ..... hereby give my trading plan/trading plan of my immediate relative to buy/sell/buy and sell the .....shares of the Company as per the details furnished hereunder :

|                     |  |
|---------------------|--|
| Name of the Insider |  |
| Designation         |  |
| Date of submission  |  |
| Period of trading   |  |
| No Trading Period   | From 20 <sup>th</sup> trading day before 31 March to the second trading day after the disclosure of annual financial results                   |
|                     | From 20 <sup>th</sup> trading day before 30 June to the second trading day after the disclosure of financial results for first quarter         |
|                     | From 20 <sup>th</sup> trading day before 30 September to the second trading day after the disclosure of financial results for the half year    |
|                     | From 20 <sup>th</sup> trading day before 31 December to the second trading day after the disclosure of financial results for the third quarter |
|                     | Any other period during which the trading window is closed   |

**Details of Trade to be executed (by the insider and /or his immediate relatives) :**

| Particulars of person |                       | No. of Shares held | Period or Dates of Proposed Trades |    |               | Quantity or Value of Proposed Trades* |       |
|-----------------------|-----------------------|--------------------|------------------------------------|----|---------------|---------------------------------------|-------|
| Name                  | Relation with insider |                    | From                               | To | Date of Trade | Quantity                              | Value |
|                       |                       |                    |                                    |    |               |                                       |       |

|  |  |  |  |  |  | Buy | Sell | Buy | Sell |
|--|--|--|--|--|--|-----|------|-----|------|
|  |  |  |  |  |  |     |      |     |      |

I hereby undertake that :

I/my immediate relative(s) will not trade earlier than six months from the public disclosure of this trading plan;  
 I/my immediate relative(s) will not trade during the no-trading periods specified herein above;  
 I/my immediate relative(s) will not present any other trading plan for the period covered by this trading plan;  
 I/my immediate relative(s) will execute trade within a period of 12 months as per this trading plan;  
 I/my immediate relative(s) will not trade in the securities of the Company for market abuse;  
 I hereby confirm that I am not in possession of any unpublished price sensitive information\*\*; OR  
 I am in possession of certain unpublished price sensitive information at the time of formulation of trading plan  
 and I/my immediate relatives will not trade pursuant to this trading plan until such unpublished price sensitive  
 information becomes generally available information. \*\*

Thanking you,

Yours faithfully,

For.....

\_\_\_\_\_  
 (Signature)

Date:

Place:

----- ✂ ----- ✂ -----  
 -----

**For office use only**

The above trading plan is approved/rejected\*\*\*

In case of rejection the reasons for rejection are as follows\*\*\* :

\*mention either the number of securities to be traded **OR** value of trades

\*\*Strike through whichever is not applicable

\*\*\* Strike through whichever is not applicable

**For Satin Housing Finance Limited**

**Compliance Officer**

**Date :**

Serial No. :

**DETAILS OF THE TRANSACTIONS EXECUTED IN TERMS OF THE TRADING PLAN FOR DEALING IN COMPANY'S SECURITIES**

[As per Section VIII, Clause 5.3 of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

**The Compliance Officer  
Satin Housing Finance Limited  
5th Floor, Kundan Bhawan,  
Azadpur Commercial Complex,  
Azadpur, Delhi-110033**

Dear Sir/Madam,

In reference to my trading plan dated....., please take note of the following particulars of the transaction undertaken in terms of the aforesaid Plan:

|  |   |
|--|---|
| Date of Transaction  |   |
| Nature of Transaction  | <b>Purchase / Sale / Both/ Pledge *</b> |
| No. of securities covered under the transaction                          |   |
| Buy/Sale Value   |   |
| Depository I.D. No.  |   |
| Client I.D. No.  |   |
| Particulars of the broker through whom the transaction is to be executed | Name :<br>Address :<br>Phone No. :      |

\* - *strike out whichever is not applicable*

In terms of the provisions of the Code of Conduct, please take the above information in your records.

Thanking you,

Yours faithfully,

\_\_\_\_\_

Name of the Applicant

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/ Member of Promoter Group]**

**[As per Section IX, Clause 1(I)(a) of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

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 / Member of Promoter Group 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/ Promoter Group/ KMP /Directors/ immediate relative to/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter/ Member of Promoter Group | Securities held at the time of Becoming Promoter/ Member of Promoter Group/ 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/ Member of Promoter Group 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/Member of Promoter Group/appointment of Director/KMP |  |                               | Open Interest of the Option Contracts held at the time of becoming Promoter/Member of Promoter Group/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 1A

[As per Section IX, Clause 1(I)(b) of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

Date: \_\_\_\_\_

To,  
**The Compliance Officer**  
**Satin Housing Finance Limited**  
**5th Floor, Kundan Bhawan,**  
**Azadpur Commercial Complex,**  
**Azadpur, Delhi-110033**

**DECLARATION REGARDING IMMEDIATE RELATIVES AND OTHERS AS  
 ON \_\_\_\_\_**

I hereby declare the following details of Immediate Relatives and other persons with whom I have material financial relationship:

| Sr. No. | Relationship  | Name | Age | Permanent Account Number (PAN) | Folio No./ DP ID/ Client ID | Landline No. | Mobile No. |
|---------|---|------|-----|--------------------------------|-----------------------------|--------------|------------|
| 1       | Self  |      |     |                                |                             |              |            |
| 2       | Spouse  |      |     |                                |                             |              |            |
| 3       | Father  |      |     |                                |                             |              |            |
| 4       | Mother  |      |     |                                |                             |              |            |
| 5       | Daughter (including step daughter)                                      |      |     |                                |                             |              |            |
| 6       | Son (including step son)  |      |     |                                |                             |              |            |
| 7       | Brother   |      |     |                                |                             |              |            |
| 8       | Sister  |      |     |                                |                             |              |            |
| 9       | Persons with whom you have material financial relationship <sup>3</sup> |      |     |                                |                             |              |            |



Note: The above referred relatives need to be disclosed if they are financially dependent on the Designated Person or consult him for investment decisions.

.....

Signature

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Office address : \_\_\_\_\_

Employee No., if any : \_\_\_\_\_

Notes:

1. To be submitted within 7 working days of becoming Designated Person, annually by April 15 and within 15 days as and when the information changes, by Designated Persons of the Company.
2. In case PAN issued by Indian Income Tax Authorities is not available, please provide details of any other identifier document authorized by the law governing the persons stated above.
3. Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

**[As per Section IX, Clause 1(II)(a) of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

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

**Details of change in holding of Securities of Promoter, Designated Person 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 / Directors/ immediate relatives to/ others etc.) | Securities held prior to acquisition/ disposal                           |                            | Securities acquired/Disposed                                       |     |       |   | Securities held post acquisition/disposal                                |                           | Date of allotment advice/ acquisition of shares/ |    | Date of intimation to company | Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|---|--|--|----------------------------|--|-----|-------|---|--|---------------------------|--|----|-------------------------------|---|
|   |  | Type of security (For eg. Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For eg. Shares, Warrants, Convertible Debentures | No. | Value | Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke) | Type of security (For eg. Shares, Warrants, Convertible Debentures etc.) | No. and % of 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:

[As per Section IX (3) of the SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]

Date: \_\_\_\_\_

To,

The Compliance Officer  
**Satin Housing Finance Limited**  
**5th Floor, Kundan Bhawan,**  
**Azadpur Commercial Complex,**  
**Azadpur, Delhi-110033**

DECLARATION REGARDING EDUCATIONAL INSTITUTIONS AND PAST EMPLOYERS

I hereby declare the details of my educational institutions and past employers as under:

Educational Institutions

| Qualification | Name of the University / Institute |
|---------------|------------------------------------|
|               |                                    |
|               |                                    |

**A. Past Employers**

| Name of Employer | Designation |
|------------------|-------------|
|                  |             |
|                  |             |

.....

Signature

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Employee No., if any : \_\_\_\_\_

**[As per Section XI, Clause 1(3) of SHFL Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons & their Immediate Relatives]**

Date: \_\_\_\_\_, 20\_\_

Dear \_\_\_\_\_

***Sub.: Intimation Letter upon violation of SEBI's Prohibition of Insider Trading Regulations/Companies code of conduct;***

***Ref.: Trading conducted on \_\_\_\_\_ (Date) by purchase/sale of \_\_\_\_\_ Equity Shares;***

We would like to bring to your kind attention that you are categorized as 'Designated person' by the Company in relation to SEBI's Prohibition for Insider Trading Regulations/Companies code of conduct for regulating & monitoring trading by Designated Persons and being a Designated Person it's your duty to follow certain rules and regulation which are applicable to the company. In addition to that, you are strictly prohibited to communicate, provide, or allow access to any unpublished price sensitive information, relating to a company (including its subsidiaries) or securities listed, to any person including other Designated Persons except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. In view of the above, the company has decided to impose certain penalties (which may include wage/remuneration freeze, pecuniary actions, suspension for future participation in employee stock option plan etc.) for those persons who has violated any provisions of the SEBI's Prohibition of Insider Trading Regulations/Companies code of conduct for regulating & monitoring trading by insiders.

With respect to transaction conducted in violation of SEBI Regulation, please refer below penalty/action imposed against you:

1. Violation under **clause 4 of schedule B** of SEBI's Prohibition of Insider Trading Regulations i.e. dealing in shares when the **trading window is closed**.

***Penalty Imposed: Applicable / Not Applicable***

2. Violation under **clause 6 of schedule B** of SEBI's Prohibition of Insider Trading Regulations i.e. failure to take **Pre clearance**.

***Penalty Imposed: Applicable / Not Applicable***

3. Violation under **clause 10 of schedule B** of SEBI's Prohibition of Insider Trading Regulations i.e. **execution of contra trade** in the shares of the Company within a period of Six months from the date of his last transaction.

***Penalty Imposed: Applicable / Not Applicable***

4. Violation under **Chapter II** of SEBI's Prohibition of Insider Trading Regulations i.e. restrictions on communication of any unpublished price sensitive information.

***Penalty Imposed: Applicable / Not Applicable***

5. Any other Violation not categorise as above.

***Penalty Imposed: Applicable / Not Applicable***

***Kindly refer Annexure –A for penalty.***

The compliance officer be authorised and empowered to grant relaxation from penalties/actions as mentioned in ***Annexure-A***, on case to case basis for reason to be recorded in writing.

**Additionally, please note that these actions shall not preclude SEBI from taking any actions for violation of this Code of Conduct.**

Further, the amount received by company after imposing monetary penalty shall be liable to be disgorged for remittance to the Board (SEBI) for credit to the **Investor Protection and Education Fund** administered by the Board under the Act and the company shall inform to the Board (SEBI) promptly as well as the matter will also be placed before the Audit and Board in their forthcoming Meeting through Compliance certificate. We expect you to follow the SEBI's Prohibition for Insider Trading Regulations /Companies Code of Conduct for Regulating & Monitoring trading by insider, non-compliance of which may occur the imposition of the above mentioned penalties.

With respect to above violation, please provide payment details of Rs .\_\_\_\_\_ transferred to **Investor Protection and Education Fund** at the earliest from the date of this letter failure of which, the amount shall be adjusted from your salary appropriately.

Thanking you,

**for Satin Housing Finance Limited,**

**Company Secretary & Compliance Officer**

**Copy to: HR DEPARTMENT**

**Annexure –A: SCHEDULE OF PENALTIES/ACTIONS**

| S. No | Nature of Violation   | Relevant Clause of SEBI(PIT) Regulations                                     | Penalty & Actions  |
|-------|---|--|--|
| 1     | Dealing in shares when the trading window is closed.  | Clause 4 of Schedule B of SEBI's Prohibition of Insider Trading Regulations. | <p><b>A.</b> Transfer of benefits (as determined by Compliance Officer) to the <b>Investor Protection and Education Fund</b>, if any, and</p> <p><b>B.</b> Two times of benefit received or 25,000, whichever is higher;</p> <p>Provided also that such person may be suspended for future participation in employee stock option plan for the period of one year.</p> |
| 2     | Failure to take Pre clearance.  | Clause 6 of Schedule B of SEBI's Prohibition of Insider Trading Regulations. | <p><b>A.</b> Transfer of benefits (as determined by Compliance Officer) to the <b>Investor Protection and Education Fund</b>, if any, and</p> <p><b>B.</b> Two times of benefit received or 10,000, whichever is higher;</p> <p>Provided also that such person may be suspended for future participation in employee stock option plan for the period of one year.</p> |
| 3     | Execution of contra trade in the shares of the Company within a period of Six months from the date of his last transaction. | Clause 10 of Schedule B of SEBI's Prohibition of Insider Trading Regulations | <p><b>A.</b> Transfer of benefits (as determined by Compliance Officer) to the <b>Investor Protection and Education Fund</b>, if any, and</p> <p><b>B.</b> Two times of benefit received or 10,000, whichever is higher;</p> <p>Provided also that such person may be suspended for future participation in employee stock option plan for the period of one year.</p> |
| 4     | Restrictions on communication and trading by insiders.  | Chapter II of SEBI's Prohibition of Insider Trading Regulations              | As may be imposed by the Board or compliance officer subject to the satisfaction that the persons in possession of unpublished price sensitive information.  |
| 5     | Any other Violation   | Not categorise as above  | As may be imposed by the Board or compliance officer subject to the satisfaction that the persons in possession of unpublished price sensitive information.  |