

EFC (I) LIMITED

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED
PERSONS AND THEIR IMMEDIATE RELATIVES**

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. Introduction

- (i) EFC (I) LIMITED (“EFCIL”) is a public limited company incorporated under the Companies Act, 1956 and listed its shares on the BSE Limited (“BSE” or the “Exchange”) and National Stock Exchange of India Limited (“NSE” or the “Exchange”).
- (ii) Trading in securities of a company by Designated Persons and their Immediate Relatives based on Unpublished Price Sensitive Information erodes the investors’ confidence in the integrity of the management and is unhealthy for the capital markets. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) as amended.
- (iii) In terms of the Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”), the board of directors of every listed company shall formulate and publish on its official website a code of practices and procedures for fair disclosure of unpublished price sensitive information which the Company would follow in order to adhere to each of the principles set out in Schedule A to the aforesaid regulations.
- (iv) Further, in terms of the Regulation 9(1) of the SEBI PIT Regulations, the board of directors of every listed company shall ensure that the Chief Executive Officer or Managing Director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with SEBI PIT Regulations, adopting the minimum standards set out in Schedule B to the aforesaid regulations.
In compliance of the aforesaid Regulation, the Board of Directors of EFCIL has adopted this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relatives of Designated Persons (“Insider Trading Code”).
- (v) The Board of Directors of EFC has formulated the Insider Trading Code and approved the same on May 29, 2024.

2. Terms and Definition

- (i) “Act” shall mean the SEBI Act, 1992 (15 of 1992).
- (ii) “Audit Committee” shall mean committee of the Board of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“SEBI LODR”).
- (iii) “Board” shall mean the board of Directors of the Company.
- (iv) “Compliance Officer” means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI,

monitoring of trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

- (v) "Connected Person", includes –
- (a) A Director of the Company;
 - (b) A Key Managerial Personnel of the Company;
 - (c) An Officer of the Company;
 - (d) Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six-month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
 - (e) Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
 - (f) An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
 - (g) Any person who has a professional or business relationship with the Company, whether temporary or permanent, and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;

Without prejudice to the generality of the foregoing, the persons enumerated below shall be deemed to be Connected persons unless the contrary is established –

- (h) An Immediate Relative of connected persons as specified above in (a) to (g);
 - (i) A holding company, associate company or subsidiary company;
 - (j) An intermediary as specified in Section 12 of the Act or an employee or director thereof;
 - (k) An investment company, trustee company, asset management company or an employee or director thereof;
 - (l) An official of a stock exchange or of clearing house or corporation;
 - (m) A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
 - (n) 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;
 - (o) An official or an employee of a self-regulatory organization recognized, or authorized by the SEBI;
 - (p) A banker of the Company; and
 - (q) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his Immediate Relative or banker of the Company, has more than ten percent of holding or interest.
- (vi) "Contra trade" means a Trade or transaction which involves buying or selling Securities of the Company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- (vii) "Designated Person" shall consist of:

- (a) Promoters and members of the Promoter Group of the Company.
 - (b) Directors and Key Managerial Personnel of the Company and its material subsidiaries.
 - (c) Key Employees in the Finance and Accounts, Corporate Planning, Investor Relations, Mergers & Acquisitions, Corporate Secretarial, Marketing, and any other departments of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, designated from time to time.
 - (d) Chief Executive Officer (“CEO”) and employees up to two levels below CEO of the Company and material subsidiaries.
 - (e) Executive Secretaries of Directors, Key Managerial Personnel and Executive Officers of the Company, any other support staff of the company, such as IT staff or secretarial staff who are likely to have access to UPSI.
 - (f) Any other person designated by the Company on the basis of their functional role and such function would provide access to UPSI.
- (viii) “Director” shall have the meaning assigned to it under the Companies Act, 2013.
- (ix) “Generally available information” means information that is accessible to the public on a non-discriminatory basis. For example, information which is published on the website of stock exchange(s) where the Securities of the Company are listed or published by way of a press release by the Company, would ordinarily be considered generally available.
- (x) “Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, if they are either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.
- (xi) “Insider” means any person who is:
- (a) a Connected Person or
 - (b) in possession of or having access to UPSI.
- (xii) “Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.
- (xiii) “Leak of UPSI” shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.
- Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.
- (xiv) “Legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- (xv) "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.
- (xvi) "Officer" shall have the meaning assigned to it under the Companies Act, 2013.
- (xvii) Promoter and Promoter Group:
 - "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
 - "Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (xviii) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof and includes ADS.
- (xix) "Trading" or "Trade" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, pledge (including revocation or invocation thereof), deal in the Company's Securities either directly or through portfolio management services, and "trade" shall be construed accordingly.
- (xx) "Trading day" means a day on which the recognized stock exchanges are open for trading.
- (xxi) "Trading Window Period" means the period in which Trading in the Securities of the Company can be made by the Insider and Designated Person.
- (xxii) "Trading Window Closure Period" means the period of Financial Year except Trading Window Period;
- (xxiii) "Unpublished Price Sensitive Information" ("UPS") means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available information 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:
 - (a) Financial results, guidance;
 - (b) Dividends;
 - (c) Change in capital structure;
 - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (e) Changes to the Company's Board or changes in key managerial personnel (KMP);
 - (f) Such other matters that the Company may decide.

Information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through, for example, a filing with the NSE, BSE, NYSE or SEC a press conference or a release) or is accessible to the public on a non-discriminatory basis and the public has had a chance to absorb and evaluate it.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and

Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

3. Responsibility of Board of Directors under this Code

As per Regulation 9(1) of the Insider Trading Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons. The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations. In accordance with the Inside Trading Regulations, the Board shall inter-alia ensure the following:

- (i) In consultation with the Compliance Officer and Managing Director, specify the Designated Persons to be covered by this Code based on their functional role or access to Unpublished Price Sensitive Information in addition to seniority and professional designation;
- (ii) that the Company maintains the Digital Database in conformity with the Insider Trading Regulations;
- (iii) Formulate and review periodically the Fair Disclosure Code including the Policy for determination of “legitimate purpose”; and
- (iv) Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of Unpublished Price Sensitive Information.

4. Responsibilities of Compliance Officer

- (i) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company.
- (ii) The Compliance Officer shall ensure proper assistance to all the employees/ directors in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- (iii) The Compliance Officer shall in consultation with the chairman and/or managing director and the Board specify prohibited period (i.e. closure of the Trading Window) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.
- (iv) The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- (v) The Compliance Officer shall report to the Board and in particular, shall provide reports to the chairman of the audit committee, if any, or to the chairman of the Board at the beginning of each financial year.
- (vi) In addition to the above mentioned points, the Compliance officer shall,
 - (a) assist and address all the clarifications of the Insiders, Designated Persons and their Immediate Relatives, with respect to the Code and SEBI PIT Regulations.
 - (b) obtain disclosures from Promoters, member of Promoter Group, key managerial personnel, directors, Designated Persons and such other categories of persons and to give information, in respect of such disclosures received, to the stock exchanges where the Securities of the Company are listed, in accordance with the SEBI PIT Regulations.

- (c) maintain and preserve all disclosures/undertakings and applications made under the Code in accordance with and for such duration ascribed under the provisions of SEBI PIT Regulations.
- (d) regulate and monitor the Trading Window Period of the Company.
- (e) take all the necessary actions in terms of deviation, if any, observed including but not limited to intimating the stock exchanges regarding the same.
- (f) authorize or designate such person, as may be deemed fit including but not limited to send various communications, imparting training sessions on Code etc., wherever permissible, under this Code or SEBI PIT Regulations.
- (g) oversee the implementation of the Code and taking such necessary actions as may be required in this regard.
- (h) Issue warning letters, in case any non-compliance is identified.
- (i) perform such duties/responsibilities and undertake such actions as may be directed by the Board of Directors or Audit Committee in pursuance of SEBI PIT Regulations.

5. Prohibition on Communication or Procurement of Unpublished Price Sensitive Information (UPSI)

The Insider shall not communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or securities listed or proposed to be listed, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the Regulations, and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with SEBI PIT Regulations.

Notwithstanding anything contained in the Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company.
- not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

For sharing of such information as stated above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of

such parties and such parties shall keep information so received confidential, except for the purpose of this clause, and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

6. Chinese Wall and Crossing over the Chinese Wall

To Prevent the misuse of confidential information, the company shall adopt a “Chinese Wall policy” which separate those areas of the company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/ marketing/ designing or other departments providing support services, considered “Public Areas”.

The employees in the inside area shall not communicate any price sensitive information to anyone in public area. The employees in inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside areas may be implemented by the company.

However, in exceptional circumstances employees from the public areas may be brought “over the walls” and given confidential information on “need to Know” basis.

7. Policy for the protection of Unpublished Price Sensitive Information

Designated Persons must maintain the confidentiality of all Unpublished Price Sensitive Information coming into their possession or control. To comply with this confidentiality obligation, the Designated Persons in the inside area shall not:

- (i) pass on any Unpublished Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the trading in the securities of the Company; or
- (ii) disclose Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual; or
- (iii) discuss Unpublished Price Sensitive Information in public places; or
- (iv) disclose Unpublished Price Sensitive Information to any employee who does not need to know the information for discharging his or her duties; or
- (v) recommend to anyone that they may undertake trading in the securities of the Company while being in possession, control or knowledge of Unpublished Price Sensitive Information; or
- (vi) be seen or perceived to be trading in the securities of the Company on the basis of Unpublished Price Sensitive Information.

8. Regulating & Monitoring of the Trades to be executed by Designated Persons

- (i) Designated Persons and Immediate Relatives of the Designated Persons in the Organization shall be governed by this Code of Conduct governing dealing in Securities.
- (ii) Designated Persons or their immediate relatives may execute trades subject to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (iii) A notional Trading Window will be used as an instrument of monitoring trading by the Designated Persons and their immediate relatives.
- (iv) The Trading Window will be closed when the Compliance Officer determines that a Designated Person or Class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such Closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- (v) It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures.
- (vi) The Designated Persons and / or their immediate relatives will not be allowed to trade in securities when the trading window is closed. However, the trading restriction shall not apply in the following cases:

- (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 Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations, 2015;

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (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 Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision. Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI (PIT) 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 Regulation 5 of SEBI (PIT) Regulations, 2015.
- (f) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by SEBI.
- (g) Transactions which are undertaken in accordance with 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 or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

- (vii) The Trading Restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (viii) For any other case apart from consideration of the financial results, the Compliance Officer shall decide the period of closure of Trading Window. The timing of the re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

9. Trade by Designated Persons

(i) Trading Plans

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 Trade may be carried out on his behalf in accordance with such plan. The intimation on formulation of the trading plan may be given by the Insider to the Compliance Officer.

Such trading plan shall:-

- (a) not entail commencement of Trading on behalf of the Insider earlier than 120 calendar days from the public disclosure of the plan;
- (b) not entail overlap of any period for which another Trading Plan is already in existence;
- (c) set out following parameters for each trade to be executed
 - either the value of trade to be effected or the number of securities to be traded;
 - nature of the trade
 - either specific date or time period not exceeding five consecutive trading days
 - price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, as specified in the SEBI (PIT) Regulations, 2015
- (d) not entail Trading in Securities for market abuse.

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.

A trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it, except due to permanent incapacity or bankruptcy or operation of law.

The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information is in possession of the Insider at the time of formulation of the plan and has not

become Generally Available Information at the time of the commencement of implementation. 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 any violation of SEBI PIT Regulations or this Policy.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

(ii) Execution of trades by Designated persons

- (a) Trading by Designated Persons during the period when the Trading Window is open shall be subject to the pre-clearance by the Compliance Officer irrespective of the value of the trade. The form for applying for pre-clearance of trade is enclosed at [Annexure - I](#).
- (b) Prior to granting of pre-clearance of trade to the Designated Person, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. Once the trade is executed, the Designated Person shall report such execution of Trade to the Compliance Officer in the form enclosed at [Annexure – II](#).
- (c) The window for executing the trade by Designated Person pursuant to having obtained the pre-clearance shall be 7 trading days. In case the trade is not executed within 7 trading days, the pre-clearance shall elapse and the Designated Person will have to obtain fresh pre-clearance for executing such trade. In case the Designated Person has not executed the proposed trade after obtaining of pre-clearance, he/she shall report the same to the Compliance Officer in the form enclosed at [Annexure – II](#).
- (d) Once a trade is executed by the Designated Person, he/she shall not be allowed to execute any contra-trade for a period of not less than 6 months. In case such contra-trade is executed inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by SEBI. However, the restriction for contra-trade shall not be applicable for trades pursuant to the exercise of Stock Options.

In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not violate the SEBI PIT Regulations and the Code. Similarly, in the case of emergency of Trade by a Compliance Officer, the Compliance Officer may obtain the waiver from the managing director or in his absence, the Chairman of the Board, provided that such waiver does not violate the Code or the SEBI PIT Regulations.

- (e) In case the Designated Person becomes aware of any Unpublished Price Sensitive information post obtaining permission of the Compliance Officer to execute trade but before the execution of the trade, such trade shall not be executed, and the Designated Person shall inform the Compliance Officer of the same.

- (f) No Insider or Designated Person shall take positions in derivative transactions in the Securities of EFCIL at any time.

10. THIRD PARTY DEALINGS

- (i) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

The CIRO shall ensure that best practices of making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made are developed by the Company. The best practices shall include uploading the following information on the website of the Company -

- (a) Any Power Point Presentation or similar material used in such analyst meeting on the website of the Company; and/or
 - (b) Any earnings guidance or any other similar material distributed during press conference; and/or
 - (c) Any material information about business plans of the Company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.
- (ii) The Company shall ensure that unanticipated questions may be taken on notice and a considered response is given later. If the answer includes UPSI, the same shall not be furnished till the UPSI is made public.

11.

A. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

- (i) Initial Disclosures
 - (a) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the Form-B enclosed at [Annexure – III](#).
 - (b) Every person on becoming Designated Person shall disclose the information to the Company within seven days in the Form enclosed at [Annexure – VII](#).
- (ii) Continual Disclosures
 - (a) Every Designated Person of the Company shall disclose to the Company in the Form-C enclosed at [Annexure – IV](#), 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 ₹ 10 lakhs.
 - (b) The disclosure shall be made within two trading days of: (i) the receipt of intimation of allotment of shares, or (ii) the acquisition or sale of shares or voting rights, as the case may be.
 - (c) Every Designated Person of the Company shall within 30 days of the beginning of every

financial year on an annual basis and as and when information changes, disclose to the Company in the Form enclosed at [Annexure – V](#) prescribed details and the holding of such securities as at the end of the financial year and the details each purchase / sale of the securities during the financial year so ended. Any change in information provided earlier (other than holding of securities) shall be informed within 30 days of such in the same Form-E enclosed at [Annexure – V](#).

- (d) The Company may, at its discretion, require any other Connected Person(s) to make disclosure of holdings and trading in securities of the Company in the Form-D enclosed at [Annexure – VI](#) and at such frequency as may be determined by the Compliance Officer.
- (iii) Disclosures by the Company to the Stock Exchange(s)
 - (a) Within two trading days of the receipt of intimation under Clause 11(i)(a) the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- (iv) Disclosures by other connected persons.

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

The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of five years.

B. Disclosure by the Insider

At the time of engagement with the Company, any person classified as an Insider such as audit firms, legal advisors, consultants, or other fiduciaries—who is provided with Unpublished Price Sensitive Information (UPSI) for legitimate business purposes shall be required to submit a written disclosure to the Compliance Officer in the prescribed format annexed as Annexure-VIII to this Code.

12. Structured Digital Database (SDD)

The Board of the Company shall ensure that a structured digital database ("SDD") is maintained containing the nature of Unpublished Price Sensitive Information shared and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the PAN or any other identifier authorized by law where PAN is not available.

Further the maintenance of SDD shall not be outsourced and the details entered into SDD shall be maintained with adequate internal controls such as time stamp, audit trails etc. to ensure non-tampering of database.

The structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

13. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- i) Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- ii) The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the Insider Trading Regulations/code, the Company shall promptly inform the stock exchanges where securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.
- iii) Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

14. COOPERATING WITH GOVERNMENT AND JUDICIAL AUTHORITIES

The Company is committed to cooperating fully with any governmental investigation or legal proceeding. Accordingly, if there are reasons to believe that a government investigation or inquiry is in progress, such information should be communicated immediately to an attorney.

The Employees of the Company should never:

- Destroy or alter any company documents in anticipation of a request for those documents from any government agency or a court proceeding.
- Make any false or misleading statements to any governmental authority or any investigator during the course of an investigation.
- Attempting to influence another employee or any individual to withhold information from a government investigator, or to provide false or misleading information, is strictly prohibited..

15. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website if required under applicable law and formulation of the policy shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

16. INTERPRETATION

Any ambiguities, difficulties and interpretative issues regarding this Code shall be resolved by the Board of Directors of the Company in line with the intent of this Code read with the applicable provisions of the Act, rules and regulations made thereunder, and the SEBI PIT Regulations.

In any circumstance where the terms of this Code differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Code and procedures until such time as this Code is amended to conform to the law, rule, regulation or standard.

In the event of any conflict between the provisions of this Code and the Act or the SEBI PIT Regulations or any other cognate statutory enactments or rules then the provisions of the Act or the SEBI PIT Regulations or such other cognate statutory enactments or rules made thereunder shall prevail over to this Code and the part(s) so repugnant shall be deemed to severed from this Code and the rest of the Code shall remain in force.

17. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

This Policy is lastly amended by the Board of Directors at its meeting held on May 29, 2025.

FORM FOR PRE-CLEARANCE OF TRANSACTIONS:

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 9(ii)(a) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To
 Company Secretary/ Compliance Officer
EFC (I) Limited
 6th Floor, VB Capitol Building, Range Hill Road,
 Opp. Hotel Symphony, Bhoslenagar,
 Shivajinagar, Pune-411007, Maharashtra

I intend to purchase/ sell the securities of the Company, as follow:

Sr. no	Name of Applicant	
1	Designation	
2	Department	
3	Number and value of securities in the Company held as on date Folio No./ DP Id and Client id	
4	Nature of proposed trading	1. Purchase in the open market 2. Sale of Securities 3. Off market deal 4. Other
5	Proposed date of trading in the securities	
6	Number of Securities/ Debentures proposed to be dealt Folio no/ DP Id and Client Id where securities will be credited/ debited	_____ Nos.
7	Price at which transaction is proposed	
8	Current market price (As on date of application)	

I hereby apply for the pre-clearance of the transaction(s) referred above. In relation to the above trading, I undertake:

- I. That I do not have any access nor have I received any "Unpublished Price Sensitive Information" (UPS) up to the time of signing this undertaking.

- II. That in case I have access to or receive “Unpublished Price Sensitive Information” (UPS) after 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 would completely refrain from trading in the securities of the Company till the time such information become public.
- III. That I have not contravened the Code of Conduct (Insider Trading) for prevention of insider trading as notified by the Company from time to time.
- IV. That I have made a full and true disclosure in the matter.
- V. That I will go ahead with the transaction only after receiving the required clearance.
- VI. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre- clearance is given, failing which, fresh clearance shall be obtained.
- VII. That I shall inform the Company (in Form B) within 2 days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval the details of the securities traded along with securities not traded (in respect of which pre approval had been obtained).

Signature

Date:

Place:

FORM FOR DISCLOSURE OF TRANSACTIONS

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 9(ii)(b) of Code of Conduct to regulate, monitor and report trading by Insiders]

(To be submitted within two days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval)

To

Company Secretary/ Compliance Officer

EFC (I) Limited

6th Floor, VB Capitol Building, Range Hill Road,

Opp. Hotel Symphony, Bhoslenagar,

Shivajinagar, Pune-411007, Maharashtra

Pre- Approval reference no.: _____

I hereby inform that I:

- have not bought / sold/ subscribed any securities of the Company (Reason) -
- have bought/sold/subscribed to securities as mentioned below on (Date)

Name of Holder	Type of securities	Name of Company	No. of securities dealt with	Brought/Subscribe	Sold/	DP ID/ client ID/ folio No	Price (Rs.)

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 if sought for:

1. Broker's Contract Note
2. Proof of payment to/ from Broker
3. Extract of bank passbook/ Statement (to be submitted in case of Demat transactions)
4. Copy of delivery instructions slip (Applicable in case of sale transaction)

I agree to hold the above securities for a minimum period of six months/undertake that no contra trade shall be entered within a period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription).

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

Signature:

Name and Designation

Date:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company: EFC (I) Limited

ISIN of the Company: INE886D01026

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements 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, as amended.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held as on the date			Open Interest of the Option Contracts held as on date		
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

Signature

Name:

Designation:

Date:

Place:

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(l) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

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

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

Signature:
Name:
Designation:

Date:
Place:

ANNUAL DECLARATION

[Regulation 11(ii)(c) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To
 Company Secretary/ Compliance Officer
EFC (I) Limited
 6th Floor, VB Capitol Building, Range Hill Road,
 Opp. Hotel Symphony, Bhoslenagar,
 Shivajinagar, Pune-411007, Maharashtra

ISIN of the Company: INE886D01026

Financial year ending:

Details of holding as at the end of the financial year:

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person	Securities held at the end of financial year		
		Type of security (For e.g. – Shares, Warrant, Convertible Debentures etc.)	No. and % of total Shareholding	Value
1	2	3	4	5
Name – PAN – CIN/ DIN - Address – Contact Nos. – Email Id –				

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 12 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.

Names of Person(s) with whom Designated Person shares a "Material Financial Relationship" (1)	PAN No. of Person(s) with whom Designated Person shares a "Material Financial Relationship" / if PAN No. is not available Passport No. or any other identifier authorised by Law (2)	List of Contact nos. used by Person(s) with whom Designated Person shares a "Material Financial Relationship" (3)

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.

Sr. No	Relation	Name	PAN and Address	Phone and mobile number used by persons	No. and percentage of total shareholding
1.			PAN – Address –	Mobile No. – Email –	

Signature:

Name:

Designation:

Date:

Place:

FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which trade was executed
		Type of security	No. and % of shareholding	Type of security	No.	Value	Transaction Type (Buy/Sale / Pledge / Revoke/ Invoke)	Type of security	No. and % of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1) (I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended Value of transaction excludes taxes/brokerage/any other charges.

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

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

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

Signature:
Name:
Designation:

Date:
Place:

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

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.

Sr. No	Relation	Name	PAN and Address	Phone and mobile number used by persons	No. and percentage of total shareholding
1.	Spouse		PAN – Address –	Mobile No. – Email –	

Signature

Name:

Designation:

Date:

Place:

Annexure-VIII

DISCLOSURE OF PERSONNEL / ORGANIZATIONAL DETAILS PURSUANT TO CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

To,
 The Compliance Officer
EFC (I) Limited
 6th Floor, VB Capitol Building, Range Hill Road,
 Opp. Hotel Symphony, Bhoslenagar,
 Shivajinagar, Pune-411007, Maharashtra

Dear Sir/Ma'am,

Pursuant to personnel/ organizational information required under Code of Conduct to regulate, monitor and report trading by insiders of the Company, please find below my personnel / organizational details for your perusal:

Name of the Insider*	
PAN*	
IF Not PAN No, Any other Identifier No.*	
Aadhar No. (if any)	
Current Designation* (in case of Individual)	
Address *	
Email ID *	
Landline No.	
Mobile No.	
Demat Ac No. / Folio No. (16 Digits)	

**Compulsory to fill.*

Name of Affiliates	Designation	PAN No. of Affiliates

Note: Add columns, if required.

I/ We hereby confirm that

- In the event of any change in the information provided as above, I/We shall immediately file a fresh disclosure in this regard to adhere to the requirements and standards of this Code of Conducts and SEBI Insider Trading Regulation, 2015 and amendments, circulars or guidelines thereto.
- All the information as provided above to the best of my/our knowledge and belief and I/We understand that I/We subject myself/ourselves to disciplinary action in the event that the above facts are found to be falsified.
- All the information received by me/us whether, in writing, orally, by inspection of tangible objects (including, without limitation, documents, prototypes, samples, media, documentation, discs and code of the Company shall be maintained confidentially and be shared only for legitimate purpose with prior written consent of the Company in the said matter and ensure handling only on need-to-know basis.

Signature	
Name of the Signatory	
Designation	
Place	
Date	