

EFC (I) LIMITED

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

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1. INTRODUCTION, OBJECTIVE AND REGULATORY FRAMEWORK

This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives (“Code” or “Code of Conduct”) has been adopted by the Board of Directors of the Company pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“SEBI PIT Regulations”).

As a listed company, the Company is committed to maintaining the highest standards of transparency, integrity, fairness, and corporate governance in all its dealings. The Company recognizes that unpublished price sensitive information (“UPSI”) relating to the Company, if misused, may adversely impact investor confidence, compromise market integrity, and result in unfair trading practices.

The SEBI PIT Regulations prohibit trading in securities while in possession of UPSI and require listed entities to establish adequate systems, procedures, and controls to regulate, monitor, and report trading activities of designated persons and their immediate relatives.

The objective of this Code is to prevent misuse of UPSI, ensure timely and fair disclosure of material information, and promote ethical conduct in dealings in the securities of the Company.

This Code sets out the framework governing trading in the securities of the Company by Designated Persons and their Immediate Relatives, including restrictions on trading during closure of trading windows, pre-clearance requirements, reporting obligations, and other compliance mechanisms prescribed under the SEBI PIT Regulations.

All Designated Persons and their Immediate Relatives are required to familiarize themselves with, adhere to, and comply with the provisions of this Code at all times. Any violation of this Code shall be dealt with in accordance with the SEBI PIT Regulations, applicable laws, and the internal disciplinary framework of the Company.

This Code shall be read in conjunction with the SEBI PIT Regulations and other applicable laws, and in the event of any inconsistency, the provisions of the SEBI PIT Regulations and applicable laws shall prevail.

2. TERMS AND DEFINITIONS

“**Act**” shall mean the Securities and Exchange Board of India Act, 1992 as may be amended from time to time.

“**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”).

“**Board**” shall mean the Board of Directors of the Company.

“**Compliance officer**” means any senior officer, designated so and reporting to the board of directors 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 directors of the listed company or the head of an organization, as the case may be.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

“Connected Person” means:

- (i) any person who is or has been during the six months prior to the concerned act associated with a company, in any capacity, directly or indirectly, 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 whether temporary or permanent, with the Company, that allows such a 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
 - a) a relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company;
or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) 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
 - g) 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
 - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or relative or banker of the company, has more than ten per cent of the holding or interest or;
 - k) a firm or its partner or its employee in which a connected person specified in clause (i) of this definition, is also a partner; or
 - l) a person sharing household or residence with a connected person specified in clause (i) of this definition.

“Designated Persons” means:

1. Employees of company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body.
2. Employees of material subsidiaries of Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
3. All promoters of listed company and promoters who are individuals or investment companies for intermediaries or fiduciaries.
4. Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.
5. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

“Generally available information” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media

“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;

“Insider” means any person who is:

- (a) a Connected Person or
- (b) in possession of or having access to unpublished price sensitive information.

“Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]

“Regulation” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.

“Relative” shall mean the following:

- i. spouse of the person;
- ii. parent of the person and parent of its spouse;
- iii. sibling of the person and sibling of its spouse;

- iv. child of the person and child of its spouse;
- v. spouse of the person listed at sub-clause (iii) of this definition; and
- vi. spouse of the person listed at sub-clause (iv) of this definition.

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof.

“Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

“Trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

“Trading Day” means a day on which the recognized stock exchanges are open for trading.

"Unpublished Price Sensitive Information" or "UPSİ" any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- I. financial results;
- II. dividends;
- III. change in capital structure;
- IV. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business (award or termination of order/contracts not in the normal course of business) and such other transactions;
- V. changes in key managerial personnel (other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;)
- VI. change in rating(s), other than ESG rating(s);
- VII. fund raising proposed to be undertaken;
- VIII. agreements, by whatever name called, which may impact the management or control of the company;
- IX. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- X. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- XI. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- XII. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- XIII. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

- XIV. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- XV. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- XVI. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

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. ROLE OF COMPLIANCE OFFICER

The Company Secretary of the Company shall act as a Compliance Officer to administer the code of conduct and other requirements under the SEBI PIT Regulations.

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, on a quarterly basis.

The Compliance Officer shall assist all designated persons/employees in addressing any clarifications regarding the SEBI PIT Regulations and the Company's Code of Conduct.

4. PRESERVATION OF CONFIDENTIALITY OF UPSI / CONFIDENTIAL INFORMATION

- All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation:

1. For the purposes of this Clause, "Legitimate Purpose" means the sharing of Unpublished Price Sensitive Information in the ordinary course of business by the Company with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, consultants, advisors, and other persons, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations and is necessary for a genuine business, commercial, legal, regulatory, or contractual purpose.
 2. For the purposes of this Clause, "need-to-know" means that Unpublished Price Sensitive Information shall be communicated only to those persons who need such information to discharge their duties or responsibilities and whose possession of such information is necessary for furtherance of a legitimate purpose, performance of duties, or discharge of legal obligations.
- The Board of Directors shall ensure that appropriate confidentiality and non-disclosure agreements are executed with such persons or entities receiving Unpublished Price Sensitive Information ("UPSI"). Such persons shall be obligated to maintain the confidentiality of the information so received and use the same solely for the purpose for which it has been shared. Further, such persons shall not communicate, disclose, or misuse the UPSI and shall refrain from trading in the securities of the Company while in possession of such information, in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code.

5. CHINESE WALL AND CROSSING OVER THE CHINESE WALL

The Company shall establish and maintain appropriate Chinese Walls procedures to prevent the misuse, communication, or dissemination of Unpublished Price Sensitive Information ("UPSI") and to ensure that such information is shared strictly on a need-to-know basis. Employees, departments, and individuals who have access to UPSI shall be segregated from those who do not require such information for the discharge of their duties. Access to UPSI shall be restricted to authorized persons only and adequate safeguards shall be implemented to preserve the confidentiality of such information.

In exceptional circumstances, where sharing of UPSI with a Designated Person or any other person is necessary for legitimate purposes, performance of duties, or discharge of legal obligations, such person may be permitted to "cross the wall" with the prior approval of the Compliance Officer or such other authorized person(s) as may be designated by the Company. Before crossing the wall, the concerned person shall be informed of the confidential nature of the information being shared and the obligations and restrictions applicable under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code. Such person shall thereafter be deemed to be an insider and shall be subject to all restrictions relating to the possession, communication, and trading while in possession of UPSI. The Company shall maintain appropriate records of all instances where any person is permitted to cross the wall.

6. TRADING WINDOW CLOSURE

The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to possess UPSI. Such closure shall be imposed in relation to such securities to which the UPSI relates.

The Trading Window shall, inter alia, be closed from the end of every quarter till 48 hours after the declaration of financial results and in respect of such other events or matters as may be determined by the Compliance Officer in accordance with the SEBI PIT Regulations. During the period of Trading Window Closure, Designated Persons and their Immediate Relatives shall not trade in the securities of the Company either directly or indirectly.

The timing for re-opening of the Trading Window shall be determined by the Compliance Officer, considering various factors including whether the UPSI in question has become generally available information and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight (48) hours after the information becomes generally available.

The Trading Window restrictions shall not apply in respect of transactions exempted under the SEBI PIT Regulations, as amended from time to time.

7. 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 trades may be carried out on his behalf in accordance with such plan.

Note: This provision as per SEBI PIT Regulations intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by an insider to enable him to plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.

- Such trading plan shall:
 - a. not entail commencement of trading on behalf of the Insider earlier than 120 (one hundred twenty) calendar days from the public disclosure of the plan;

Note: It is intended by SEBI PIT Regulations that to get the benefit of a trading plan, a cool-off period of one hundred and twenty calendar days] is necessary. [Companies declare their results quarterly and there exists a trading restriction, in terms of these Regulations, from quarter end to two days after declaration of quarterly result, which, it is seen, is generally a period of around one month for most companies. Thus, one hundred and twenty calendar days] period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. It is also considered to be a reasonable period for a time lag in which new unpublished price sensitive information may come into being without adversely

affecting the trading plan formulated earlier. In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same unpublished price sensitive information both at the time of formulation of the plan and implementation of the same.

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

Note: It is intended by SEBI PIT Regulations that it would be undesirable to have multiple trading plans operating during the same time period. Since it would be possible for an insider to time the publication of the unpublished price sensitive information to make it generally available instead of timing the trades, it is important not to have the ability to initiate more than one plan covering the same time period.

c. set out following parameters for each trade to be executed:

- i either the value of trade to be affected or the number of securities to be traded;
- ii nature of the trade;
- iii either specific date or time period not exceeding five consecutive trading days;
- iv price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- i While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- ii The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- iii Insider may adjust, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

d. not entail trading in securities for market abuse.

Note: It is intended by SEBI PIT Regulations that Trading on the basis of such a trading plan would not grant absolute immunity from bringing proceedings for market abuse. For instance, in the event of manipulative timing of the release of unpublished price sensitive information to ensure that trading under a trading plan becomes lucrative in circumvention of regulation 4 being 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.

- e. The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of this Code and/ or Regulation 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

Note: It is intended by SEBI PIT Regulations that the compliance officer would have to review and approve the plan. For doing so, he may need the insider to declare that he is not in possession of unpublished price sensitive information or that he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences executing his trades. Once satisfied, he may approve the trading plan, which would then have to be implemented in accordance with these regulations.

- f. The 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.

Provided that the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under the approved trading plan, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted

- i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

- iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall act as per the Code of Conduct.

Note: It is intended by SEBI PIT Regulations that since the trading plan is an exception to the general rule that an insider should not trade when in possession of unpublished price sensitive information, changing the plan or trading outside the same would negate the intent behind the exception. Other investors in the market, too, would factor the impact of the trading plan on their own trading decisions and in price discovery. Therefore, it is not fair or desirable to permit the insider to deviate from the trading plan based on which others in the market have assessed their views on the securities except in situations beyond the control of the insider.

- g. 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.

8. TRADES BY DESIGNATED PERSON

- (a) Pre-Clearance of Trades - All Designated Persons who intend to trade in the securities of the Company when the Trading Window is open shall obtain prior approval (pre-clearance) from the Compliance Officer if the value of the proposed trade, whether in one transaction or a series of transactions over any calendar quarter, exceeds ₹10,00,000 (Rupees Ten Lakh only) or such other threshold as may be prescribed by the Board or the Compliance Officer from time to time. No Designated Person shall execute such trade without obtaining the requisite pre-clearance in the manner prescribed under this Code. The application for pre-clearance of trade shall be submitted to the Compliance Officer in the format prescribed under **Annexure – I** to this Code.
- (b) The Compliance Officer shall also have due regard to whether the declaration furnished by the applicant, stating that he/she is not in possession of UPSI, is reasonably capable of being rendered inaccurate in light of the facts and circumstances known to the Company. The Compliance Officer shall review and communicate the approval or rejection of a pre-clearance application within two (2) working days from the date of receipt of a duly completed application in the prescribed format set out in **Annexure - II**.
- (c) Validity of Pre-Clearance Approval - A Designated Person who has obtained pre-clearance for a proposed trade shall execute such trade within seven (7) trading days from the date of approval of the pre-clearance application. If the approved trade is not executed, either wholly or partly, within the aforesaid period of seven (7) trading days, the pre-clearance approval shall lapse automatically, and the Designated Person shall be required to obtain a fresh pre-clearance from the Compliance Officer before executing such trade. The execution of the trade shall at all times be subject to the Designated Person not being in possession of any UPSI and compliance with the provisions of the SEBI PIT Regulations and this Code.
- (d) Contra Trade Restrictions - No Designated Person shall execute a contra trade within a period of six (6) months from the date of the immediately preceding trade in the securities of the Company. For the purpose of this Clause, a contra trade shall mean a transaction involving the purchase or sale of securities of the Company followed by an opposite transaction, namely a sale or purchase, respectively, within a period of six (6) months.

The Compliance Officer may, for reasons to be recorded in writing, grant relaxation from the strict application of the aforesaid restriction, provided that such relaxation does not result in a violation of the SEBI PIT Regulations or any other applicable law.

In the event a contra trade is executed, inadvertently or otherwise, in contravention of this Clause, any profits earned from such trade shall be disgorged and remitted to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

Provided that the restrictions contained in this Clause shall not apply to trades undertaken pursuant to the exercise of stock options or such other transactions as may be exempted under the SEBI PIT Regulations, as amended from time to time.

- (e) Designated Person (and/or their immediate relative) shall execute precleared trade within 7 (seven) trading days from approval and shall report the trade details to the Compliance Officer in **Annexure – III**. In case of non-trading, Designated Person shall report his (and/or his/her immediate relative's) decision of non-trading along with reasons to Compliance Officer in **Annexure – III**.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

- (i) Initial Disclosures - 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 A as enclosed at **Annexure – IV**.

Further, every person apart from mentioned above on becoming Designated Person shall disclose the information to the Company within seven days in the Form enclosed at **Annexure – VIII**.

- (ii) Continual Disclosures

- (a) Every Promoter, Member of Promoter Group, Designated Person and Director of the Company shall disclose to the Company in the Form-B enclosed at **Annexure – V**, 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.

Explanation - 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.

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure, shall be made when the transactions effected after the prior disclosure cross the threshold specified.

- (b) Every Promoter, Member of Promoter Group, Designated Person and Director 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 – VI** 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 is enclosed at **Annexure – VI**.

(c) 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-C enclosed at **Annexure – VII** and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with the PIT Regulations.

(iii) Disclosures by the Company to the Stock Exchange(s)

As the Company has implemented and is compliant with the Structured Digital Database ("SDD") requirements under the SEBI PIT Regulations, disclosures relating to trades by Designated Persons are reported to the Stock Exchange(s) through the automated SDD-based reporting mechanism in accordance with the applicable SEBI circulars and Stock Exchange requirements. Accordingly, separate manual reporting of such trades by the Company shall not be required, unless specifically mandated under applicable laws, regulations, or directions issued by SEBI or the Stock Exchange(s) from time to time.

(iv) Disclosures by other connected persons

The Company may, at its discretion, require any Connected Person or class of Connected Persons, including but not limited to consultants, advisors, auditors, legal counsel, merchant bankers, insolvency professionals, intermediaries, fiduciaries, business partners, service providers, or any other person who is reasonably expected to have access to Unpublished Price Sensitive Information ("UPSI"), to disclose their holdings in and trading of the securities of the Company.

Such disclosures shall be made in such form, manner, frequency, and within such timelines as may be prescribed by the Compliance Officer or the Company from time to time for the purpose of monitoring compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code. The Company may seek such disclosures where UPSI is shared with such Connected Persons for legitimate purposes, performance of duties, discharge of legal obligations, or in the ordinary course of business. Any person from whom such disclosure is sought shall promptly furnish the information as required and cooperate with the Company in ensuring compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Failure to provide such disclosures or furnishing inaccurate or incomplete information may result in appropriate action by the Company and reporting to the relevant regulatory authorities, wherever required under applicable law.

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

Any person classified as an Insider, including audit firms, legal advisors, consultants or other fiduciaries, who is provided with Unpublished Price Sensitive Information (UPSI) for legitimate

business purposes, shall submit a written disclosure to the Compliance Officer in the format prescribed under **Annexure-IX** to this Code.

10. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS

The Compliance Officer in consultation with CEO or CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s). The Compliance Officer (along with CEO and CFO) shall consider whether such person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, information shared with such wall – crosser should be limited to the specific transaction or purpose for which their assistance is required.

Additionally, a person(s) may also be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- (i) in the ordinary course of business
- (ii) in furtherance of performance of duties;
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

11. INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON WHO HAS/HAVE BEEN BROUGHT INSIDE ON SENSITIVE TRANSACTION(S)

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the Compliance Officer in consultation with CEO and/or CFO of the Company;

- i. To make such person aware that the information shared is or would be confidential.
- ii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- iii. To make such person aware of the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.
- iv. To instruct such person not to trade in Securities of the Company, till such person possess unpublished price sensitive information.

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. SANCTIONS AND DISCIPLINARY ACTIONS

Without prejudice to the powers of the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India Act, 1992 and the SEBI (Prohibition of Insider Trading) Regulations, 2015, any Designated Person or other person covered under this Code who violates the provisions of this Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be subject to such disciplinary actions as may be deemed appropriate by the Company.

Such actions may include, but shall not be limited to, issuance of warning letters, wage freeze, suspension, recovery or clawback of incentives, variable pay or bonuses, withholding of promotions, termination of employment or engagement, or any other disciplinary measure as may be determined by the Board of Directors, Audit Committee, Compliance Officer, or any other authorized authority of the Company.

In addition to the aforesaid actions, the Company may recover any gains or profits arising out of such violation. Any amount collected pursuant to this Clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI in accordance with applicable laws.

14. REPORTING OF VIOLATIONS

In the event the Company becomes aware of any violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or this Code, the Compliance Officer shall promptly report such violation to the Board of Directors and shall inform the Stock Exchange(s) where the securities of the Company are listed, as stated in **Annexure X** specified by SEBI from time to time.

The Company shall also extend full cooperation to SEBI, Stock Exchange(s), and other regulatory authorities in connection with any inquiry, investigation, or proceedings relating to such violation.

15. POLICY REVIEW AND AMENDMENTS

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the Law, rule, regulation or standard.

This Policy is lastly amended by the Board of Directors at its meeting held on May 28, 2026.

FORM FOR PRE-CLEARANCE OF TRANSACTIONS:

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 8(a) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

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

ISIN:

Sub.: Application for Pre-dealing in securities of the Company

With reference to the EFC (I) Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives I _____, _____ (Designation & Dept.)/ my Immediate Relative _____, would like to purchase / sale/ etc. equity shares of the Company as per details given below:

Sr. no	Particulars	
1	Designation	
2	Department	
3	Number and value of securities in the Company held as on date Folio No./ DP Id and Client id	Number- Value of securities – (Calculated on base of last traded price of Rs. on dated) Folio No.- NA DP ID - 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. DP ID - Client ID -
7	Price at which transaction is proposed to
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 (or/and my immediate relative) do not have any access nor have I (or/and my immediate relative) received any “Unpublished Price Sensitive Information” (UPSI) up to the time of signing this undertaking.
- II. That in case I (or/and my immediate relative) have access to or receive “Unpublished Price Sensitive Information” (UPSI) after signing of this undertaking but before the execution of the transaction I (or/and my immediate relative) shall inform the Compliance Officer of the change in my position and that I (or/and my immediate relative) would completely refrain from trading in the securities of the Company till the time such information become public.
- III. That I (or/and my immediate relative) 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 (or/and my immediate relative) have made a full and true disclosure in the matter.
- V. That I (or/and my immediate relative) will go ahead with the transaction only after receiving the required clearance.
- VI. That I (or/and my immediate relative) 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:

Annexure-II

Date:

Approval No:

To,

.....Name

..... Designation

Sub: Pre-clearance approval

Dear Sir/Ma'am,

With reference to your application cum Undertaking for Pre-clearance dated seeking approval for we would like to inform you that your application to purchase /sale/etc. (No.) (type of securities) of the Company is hereby approved / rejected.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application regarding the below points.

1.	Number and value of securities in the Company held as on date Folio No./ DP Id and Client id	Number- Value of securities – (Calculated on base of last traded price of Rs. on dated) Folio No.- NA DP ID - Client ID -
2.	Nature of proposed trading	1. Purchase in the open market 2. Sale of Securities 3. Off market deal 4. Other
3.	Proposed date of trading in the securities	_____ (__ Trading Days)
4.	Number of Securities/ Debentures proposed to be dealt	_____ Nos.

	Folio no/ DP Id and Client Id where securities will be credited/ debited	DP ID - Client ID -
5.	Price at which transaction is proposed to

You (and/or your immediate relative) are advised to adhere with Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives as placed on the company's website.

You (and/or your immediate relative) can execute your trade within 7 trading days i.e. Further, you are required to submit a report of the trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you (and/or your immediate relative) do not execute a trade before, you shall submit a fresh pre-clearance application before you (and/or your immediate relative) execute any transaction in the Securities of the Company.

Thanking you

Yours faithfully,
For EFC (I) Limited

Company Secretary/Compliance Officer

FORM FOR DISCLOSURE OF TRANSACTIONS

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 8(e) 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
EFC (I) Limited
Company Secretary/ Compliance Officer
6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar, Pune-411007, Maharashtra, India

Pre- Approval reference no: _____

I (and/or your immediate relative) 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/ Sold/ Subscribe	DP ID/ client ID/ folio No	Price (Rs.)

Further I enclose herewith copy of Contract Note for your ready reference.

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 also declare that I (and/or my immediate relative) 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

OR

According to approval of pre-clearance dated, I (and/or my immediate relative) have/has not executed a trade / transaction due to
(reason of non-trading).

I will take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

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 A

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:

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, email id.	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 at the time of appointment of KMP/Director or upon becoming Promoter/Member of the Promoter Group			Open Interest of the Option Contracts held at the time of appointment of KMP/Director or upon becoming Promoter/Member of the Promoter Group		
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: *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 9(ii)(b) of Code of Conduct to Regulate, Monitor and Report trading by Designated Person]

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

ISIN of the Company:
 Financial year ending:

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

Name, PAN, CIN/ DIN & address with contact nos & Email id.	Category of Person	Securities held at the end of financial year		
		Type of security (Type of securities (for e.g. – Shares,Warrants, Convertible Debentures, Right Entitlements, 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:

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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, 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		
		Notional 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:

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.			PAN – Address –	Mobile No. – Email –	

Signature

Name:

Designation:

Date:

Place:

Annexure-IX

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, India

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	

Report by EFC (I) Limited for Violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (₹) (Date-wise)	
	D. In case value of trade(s) is more than ₹10 lacs in a calendar quarter	
i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015		
ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015		
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for acting stated above	
7	Details of the previous instances of violations, if any, since last financial year	

8	If any amount collected for Code of Conduct violation(s)		
	i. Mode of transfer to SEBI - IPEF (Net Banking/ NEFT/RTGS/ Debit Cards/ UPI)		
	ii. Details of transfer		
	Particulars	Details	
	Name of the transferor		
	Bank Name, branch and Account number		
	Transaction reference Number		
Transaction date			
Transaction Amount (in ₹)			
9	Any other relevant information		

Yours faithfully,

Date:

Place:

Name and Signature of Compliance Officer

PAN:

Email ID: