

INTERNAL CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING IN DEALING IN SECURITIES OF RSD FINANCE LIMITED

(PURSUANT TO THE REQUIREMENTS OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

CHAPTER – I

1.0

PREAMBLE

RSD Finance Limited (hereinafter referred to as “the Company”) has framed a Code of Conduct for prohibition of Insider Trading pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations 2015. The said code shall be called Internal Code of Practices and Procedures for Prevention of Insider Trading in dealing in securities of RSD Finance Limited and are being framed with an aim that insiders of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.

The “Existing Code” for dealing in securities of RSD Finance Limited shall be repelled with this new called Internal Code of Practices and Procedures for Prevention of Insider Trading in dealing in securities of RSD Finance Limited, CODE coming into effect.

It has been adopted by the Board of Directors of the Company on the meeting held on May 30, 2016. Amendments to the CODE, if any, shall be effective from the date on which it is notified from time to time.

CHAPTER – II

2.0

DEFINITIONS

For the purposes of this code, the words and expressions given below shall carry the meaning as stated hereinafter.

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) “**Board**” means the Securities and Exchange Board of India.
- c) “**Calendar Quarter**” means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- d) “**Company**” means RSD Finance Limited.
- e) “**Compliance Officer**” means the Company Secretary and in his absence any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under

the 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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;

f) "Connected person" means,-

- i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
 - a) an immediate relative of connected persons specified in clause (i) above; or
 - b) a holding company or associate company or subsidiary company; or
 - c) 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
 - e) an employee or director thereof; or
 - f) an official of a stock exchange or of clearing house or corporation; or
 - g) 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
 - h) 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
 - i) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - j) a banker of the company; or
 - k) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker; or
 - l) of the company, has more than ten per cent of the holding or interest;

g) "Designated Employee(s)" shall include all employees:—

- m) Promoters of the Company;
- n) Directors of the Company and its subsidiaries;
- o) Executive Officers of the Company;
- p) Executive Vice Presidents of the Company;
- q) Employees named in the Corporate Organization Chart of the Company from time to time;

- r) All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, of rank Executive and above;
 - s) Executive Secretaries of Directors and Executive Officers of the Company;
 - t) Any other Connected Person designated by the Company on the basis of their functional role;
 - u) Immediate Relatives of I to VIII above
- h) **"Designated Person(s)"** shall include :
- i. Connected Person
 - ii. Designated Employees
- i) **"Director(s)"** means a Director appointed on the board of the Company
- j) **"Employee(s)"** mean employee(s) of the Company.
- k) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.
- l) **"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.
- m) **"Insider"** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- n) **"Key Managerial Personnel" (KMP)** , in relation to the Company, means:
- i. the Chief Executive Officer or the Managing Director or the Manager;
 - ii. the Company Secretary;
 - iii. the Whole-Time Director;
 - iv. the Chief Financial Officer;
 - v. such other officer as may be prescribed
- o) **"Officer of the Company"** includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.
- p) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- q) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

- s) **Specified Persons** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
- t) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- u) **“Trading”** means and includes an act of subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- w) **“Unpublished price sensitive information” (UPSI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- i. Financial results;
 - ii. Dividends;
 - iii. Change in capital structure;
 - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. Changes in key managerial personnel; and
 - vi. Material events in accordance with the listing agreement.
- x) **“Working Day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.

Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

Words denoting the singular shall include the plural and vice versa and words denoting masculine gender shall include reference to feminine or neuter gender

CHAPTER – III

3.0 RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

3.1 Communication or procurement of unpublished price sensitive information

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to securities of RSD Finance Limited or securities proposed to be listed by RSD Finance Limited, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to securities of RSD Finance Limited or securities proposed to be listed by RSD Finance Limited, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Provided the restriction shall not apply to:

- (a) A transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- (b) Trades pursuant to a Trading Plan set up in accordance with these Rules.

3.2 Trading when in possession of Unpublished Price Sensitive Information

- a. Notwithstanding anything contained in this Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would,
 - i. entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
 - ii. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction 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.

For the purpose of (a) 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 (a) above, and shall not otherwise trade in

securities of the Company when in possession of unpublished price sensitive information.

Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, no insider shall either on his own behalf or on behalf of any other person, trade in securities of the Company that are listed or proposed to be listed on any stock exchange when in possession of any unpublished price sensitive information.

The onus of establishing that they were not in possession of unpublished price sensitive information shall be on the Connected Person.

3.3 Trading Plan

3.3.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

3.3.2 Such trading plan shall –

- i. not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
- iii. Entail trading for a period of not less than 12 months;
- iv. Not entail overlap of any period for which another trading plan is already in existence;
- v. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. Not entail trading in securities of the Company for market abuse.
- vii. Application

3.3.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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

Provided that, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

3.3.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

3.3.6 Letter of intimation for approval of trading plan and undertaking as required to be given is attached as Form A.

3.3.7 Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within two trading days of each transaction intimated under the trading plan as per proforma attached as Form D.

3.3.8 The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock as given in REG-I.

3.4 Trading Window

3.4.1 The Company shall specify a trading period, to be called “trading window”, for trading in the Company’s Securities. The trading window shall be closed during the time the information referred to in para 3.4.3 is unpublished.

3.4.2 When the trading window is closed, the Directors/ Key Managerial Personnel /Designated Employees/Connected persons and their Dependents shall not trade in the Company’s Securities in such period except where trading plan has been approved by the Compliance Officer.

3.4.3 The trading window shall be, inter alia, closed at the time of :—

- a) Declaration of financial results;
- b) Declaration of dividends;
- c) Change in capital structure by way of public/rights/preferential issue;
- d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e) Changes in Key Managerial Personnel; and
- f) Material events in accordance with the listing agreement.

3.4.4 The time for commencement of closing of trading window and re-opening of trading window shall be decided by the Company. However, in any case:

- a) the trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is submitted to the Stock Exchange.
- b) the re-opening of trading window shall not be earlier than 48 hours after the information referred to in para 3.4.3 becomes public.

3.4.5 The remaining days of a year other than the days mentioned under para 3.4.4 above shall be called “**Valid Trading Window**”.

3.2.5 All Designated person of the Company shall conduct all their dealings in the Securities of the Company only in a valid trading window.

3.2.6 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

3.3.7 The Compliance Officer shall maintain a register of the periods of “Closed Trading Window”, wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A Performa of the register of periods of closure of Trading Window is given in REG-II.

3.2.8 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

CHAPTER - IV

DISCLOSURE OF TRADING BY INSIDERS

4.1 General Provisions

- i. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
- ii. The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- iii. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided
- iv. That trading in derivatives of securities is permitted by any law for the time being in force.
- v. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

4.2 Disclosure by certain persons

a. Initial Disclosures

Every person on appointment as a Director, Key Managerial Personnel or Designated Employee or upon becoming a promoter shall be required to forward their details (including details of their Dependents) (as per "Form I") of all holdings in Securities or voting rights held at the time of joining of the Company within 7 days of joining/appointment or becoming a promoter.

b. Continual Disclosures

Every Director, Key Managerial Personnel, Designated Employee shall be required to forward following details of their Securities: -

- i. Every Promoter, Designated employee, Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lacs. (as per "Form II")
- ii. The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

c. Annual Disclosures

Every Promoter, Designated Employee and director of the Company and any other person for whom such person takes trading decisions be required to give annual disclosure within 30 days from the end of Financial year. (as per "Form III")

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b.(i) above.

d. Disclosures by other connected persons.

The Company may own 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 this Code.(as per "Form IV")

CHAPTER - V

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1. The Company,

- i. Shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. Shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- iii. Appoints Compliance Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. Shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. Shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii. Shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- viii. Shall ensure that all the unpublished price sensitive information are handled on a need-to-know basis.

Company to insure that the principles of fair disclosures of Unpublished Price Sensitive Information are adopted and adhered to before issuance of any Press Release or during interactions with media, analysts and other investor relations conferences etc.

CHAPTER - VI

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

6.1 Duties of Compliance Officer

- i. 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 CODE under the overall supervision of the Board of Directors of the Company.
- ii. Putting up a report to the Board of Directors at the end of the Financial Year and to the Audit Committee after each quarter regarding the compliance of the CODE. The details to be maintained in register for disclosure of shareholding by all the KMP/ Directors/ Designated Employee and any other person for whom such person takes trading decisions.
- iii. He shall maintain a record of designated employees and any changes made therein.
- iv. Maintaining records of all the declarations submitted in the appropriate form given by the Directors and Designated employees for a minimum period of five years.
- v. Granting pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- vi. Informing the Stock Exchanges of any price sensitive information on immediate basis.
- vii. Informing SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.

6.2. Preservation of "Price Sensitive Information"

Directors and Designated employees shall maintain the confidentiality of all Price - Sensitive Information. Directors / Designated employees shall not pass on such information to any person directly or indirectly by way of making a re- commendation for the purchase or sale of securities of the Company.

Following practices should be followed in this regard.

6.2.1 Need to know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

6.2.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

6.3. Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading

No Insider shall –

(a) Either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information;

(b) communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

6.4. Pre-clearance of trades

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person. Such pre-trading approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value).

No Director/ Designated employee shall apply for pre-clearance of any trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

6.4.1 Pre-dealing Procedure

a) An application for pre-clearance of trade shall be made in Form 'B' to the Compliance Officer along with an undertaking (UT) in favor of the Company by such Director/ Designated employee.

b) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the 2 Days unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection may preferably be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) Trading Days, the applicant can presume that the approval is deemed to be given. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided in 'Form B' is reasonably capable of being rendered inaccurate.

- b) The Compliance Officer shall retain copies of all applications and acknowledgements.
- c) Every approval letter shall be issued in such format (see Form C) as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- d) The Compliance Officer shall maintain a register of pre-clearance of securities by the Designated Person as given in REG-III.
- e) In the absence of the Compliance Officer due to leave etc., the Employee designated by him/her from time-to-time, not being below the level of Senior Manager and part of the Finance or Compliance Department shall discharge the function referred to in (a) above.
- f) In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

6.4.2 Completion of Pre-cleared Trading:

- (a) All the Designated Persons shall ensure the execution of pre-cleared deal in the Company's Securities as prescribed above not later than 7 (seven) Trading Days from the date of the approval. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (see Form D). In case the transaction is not undertaken, a report to that effect shall be filed (see Form D).
- (b) If a deal is not executed by the concerned Designated Person / Immediate Relatives pursuant to the approval granted by the Compliance Officer within 7 (seven) Trading Days, the Designated Person shall apply once again to the Compliance Officer for pre clearance of the transaction covered under the said approval.

6.4.3 Other restrictions

The Director/ Designated employee shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Director/ Designated employee permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in Form 'E'.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

CHAPTER- VII

MISCELLENOUS

7.1 Penalty for contravention of this Code

Any Director / Designated employees, who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action will be taken by the Company.

Designated employees of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

7.2 Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI within a period of 30 days from the date of knowing the same.

Form A

Application for Approval of Trading Plan in securities of the Company

DATE: _____

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employees Code:-

PAN :- Address:-

To

The Compliance Officer

RSD Finance Limited

224 AJC Bose Road

9th Floor, Room No – 902

Krishna Building

Kolkata – 700 017

Sir,

With reference to above, I wish to inform you that I want to purchase/ sale _____ equity shares/ other securities of the Company from the open market/ private arrangement, details of the same are as mentioned below :-

Sr. No.	Heading	Particulars
1	Existing holding of the shares/ other securities	
2	Folio No./ DP_ID and CL_ID	
3	Nature of new transaction : Sale / Purchase	
4	Quantity want to purchase/ Sale	
5	Price at which you want to purchase/ Sale	
6	Estimated consideration	
7	Mode of transaction – private / Open market	
8	Purpose of Purchase / Sale	
9	In whose name (with relation) the transactions will take place	

I/ We declare that I/ we have complied with the requirements of Company's "Internal Code of Practices and Procedures for Prevention of Insider Trading" based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature: _____

(Name : _____)

Encl. Duly executed Undertaking.

Undertaking

DATE: _____

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employees Code:-

PAN :- Address:-

To

The Compliance Officer

RSD Finance Limited

224 AJC Bose Road

9th Floor, Room No – 902

Krishna Building

Kolkata – 700 017

Sir,

With reference to my application dated _____ regarding my trading plan for purchase/ Sale of _____ equity shares/ other Securities of the Company, I confirm, declare and undertake as follow :-

- (a) That I do not have any access or has not received “Price- sensitive information” up to the time of signing the Undertaking.
- (b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (c) That in case I have access to or receive “Price- sensitive information” after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- (c) That I have not contravened the “Internal Code of Practices and Procedure for Prevention of Insider Trading” pursuant to the requirements of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 (Code) as notified by the Company from time to time.
- (d) That I hereby confirm that I abide by the provisions of Clause 3.3 of the Code with regard to time norms for execution and holding of securities.
- (e) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature: _____

(Name : _____)

Form B

Application for Pre-clearance of trading in securities of the Company

DATE: _____

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employees Code:-

PAN :- Address:-

To

The Compliance Officer

RSD Finance Limited

224 AJC Bose Road

9th Floor, Room No – 902

Krishna Building

Kolkata – 700 017

Sir,

With reference to above, I wish to inform you that I want to purchase/ sale _____ equity shares/ other securities of the Company from the open market/ private arrangement, details of the same are as mentioned below :-

Sr. No.	Heading	Particulars
1	Existing holding of the shares/ other securities	
2	Folio No./ DP_ID and CL_ID	
3	Nature of new transaction : Sale / Purchase	
4	Quantity want to purchase/ Sale	
5	Price at which you want to purchase/ Sale	
6	Estimated consideration	
7	Mode of transaction – private / Open market	
8	Purpose of Purchase / Sale	
9	In whose name (with relation) the transactions will take place	

I/ We declare that I/ we have complied with the requirements of Company's "Internal Code of Practices and Procedure for Prevention of Insider Trading" based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature: _____

(Name : _____)

Encl. Duly executed Undertaking.

Undertaking

DATE: _____ -

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employees Code:-

PAN :- Address:-

To

The Compliance Officer

RSD Finance Limited

224 AJC Bose Road

9th Floor, Room No – 902

Krishna Building

Kolkata – 700 017

Sir,

With reference to my application dated _____ for pre-clearance of trade for purchase/ Sale of _____ equity shares/ other Securities of the Company, I confirm, declare and undertake as follow :-

- (a) That I do not have any access or has not received “Price- sensitive information” up to the time of signing the Undertaking.
- (b) That in case I have access to or receive “Price- sensitive information” after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- (c) That I have not contravened the “Internal Code of Practices and Procedure for Prevention of Insider Trading” pursuant to the requirements of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 (Code) as notified by the Company from time to time.
- (d) That I undertake to submit the necessary report within two days of execution of the transaction/a ‘Nil’ report if the transaction is not undertaken.
- (e) THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.
- (f) That I hereby confirm that I abide by the provisions of Clause 6.4 of the Code with regard to time norms for execution and holding of securities.
- (g) That I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature: _____

(Name : _____)

FORM-C
Letter of intimation of pre-clearance/Trading Plan

Name.....
Employee No.....
Designation.....

Dear Sir,

With reference to your application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/ Pre-clearance.

Kindly note: In terms of the Internal Code of Practices and Procedure for Prevention of Insider Trading in Dealing in Securities of RSD Finance Limited, the above mentioned transaction is to be completed within seven trading days of the pre-clearance, in case of pre-clearance.

In case of approval of Trading Plan, such plan shall be irrevocable and you have to mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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

Further, you are required to file the details of the executed transactions in the attached format within two {2} trading days from the date of transaction/deal.

Kindly also note that in terms of the Internal Code Of Practices and Procedures for prevention of Insider Trading in dealing with Securities of the Company, the securities shall be held for a minimum holding period as specified under Clause 6.4.3 of the CODE.

In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of RSD Finance Limited

Compliance Officer/Authorised Office

MAT **FORM - D**
FORMAT FOR INTIMATION OF TRANSACTIONS UNDERTAKEN
(To be submitted within 2 days of transaction / dealing in securities of the Company)

The Compliance Officer,
RSD Finance Limited,
Kolkata

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	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:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

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

Date: _____

Signature:

Name:

Designation:

Form E

Application for waiver of holding period

DATE: _____

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employees Code:-

PAN :- Address:-

To

The Compliance Officer

RSD Finance Limited

224 AJC Bose Road

9th Floor, Room No – 902

Krishna Building

Kolkata – 700 017

Sir,

With reference to above, I wish to inform you that I had purchased _____ equity shares/ other Securities of the Company on _____, the details are as mentioned below:-

Sr. No.	Heading	Particulars
1	No. of equity shares/ other Securities purchased	
2	Folio No./ DP_ID and CL_ID	
3	Date of purchase and price of purchase	
4	From whom purchased	
5	Existing total holding	
6	Quantity want to sale	
7	Reason for early selling	
8	Price at which you want to sale	
9	Mode of transaction – private / Open market	

I understand that as provisions of the Internal Code of practices and procedures for prevention of Insider trading in dealing in securities of the Company pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Code), I need to hold this Investment for a minimum period of six months, but, due to reason as mentioned above, I need to sale the same before prescribed period.

You are requested kindly to give your permission to sale aforesaid Securities as requested.

Signature: _____

(Name : _____)

FORM I

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____ ISIN of the company: _____

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director/KMP	
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

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

Name:

Signature:

Date:

Place:

FORM II

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____
 ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoter s/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed			% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange which th trade wa executed
		Type of security (For e.g. – Shares, Warrants, Convertible le Debenture s etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible le Debenture s etc.)	No.	Pre transact ion	Post transact ion	From	To	Buy			Sell				
										Value			Number of units (contracts *lot size)	Value	Number of units (contracts *lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature:
 Designation:
 Date:
 Place:

Form III

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Dispose		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of Security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:
Signature:
Date:
Place:

FORM IV

Form for Annual disclosure of holdings of equity shares/ other securities of the Company

Date :- _____

From

Name:-

Director / Designated employee: Designation:-

DIN/ Employee's Code:-

PAN :- Address:-

To,
Compliance Officer
RSD Finance Limited
224 AJC Bose Road,
9th Floor, Room no -902
Krishna Building
Kolkata- 700 016

Sir,

With reference to above, I wish to inform you that I alongwith my immediate relatives are holding equity shares/ other Securities of the Company as follows:

I. Details of holdings in my name:

Name	No. of Securities held on 01.04.____	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31.03.____	Folio No./ DP ID/ Client ID

II. Details of holdings in my relatives name

Name of Relative and PAN	Relationship	No. of Securities held on 01.04.____	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31.03.____	Folio No./ DP ID/ CL_ID

I/ We declare that I/ we have complied with the requirements of Company's Code of practices and procedures conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 pertaining to the minimum holding period of six months with respect to the Securities purchased during the year.

Signature: _____

(Name : _____)

REG-I

REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHANGES

S. No	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION	NATURE OF TRANSACTION	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE APPROVAL BY THE COMPLIANCE OFFICER	REASONS FOR NON APPROVAL, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED	DATE OF NOTIFICATION TO STOCK EXCHANGES	REMARKS
8	9	10	11	12	13	14

REG-II

REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW

SL. No.	DATE OF NOTIFYING CLOSER OF TRADING WINDOW, IF ANY	START DATE OF CLOSER OF TRADING WINDOW	DATE OF OPENING OF TRADING WINDOW	PURPOSE FOR WHICH TRADING WINDOW CLOSED	REMARKS

RSD FINANCE LIMITED

REG – III

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

SL. No.	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	DATE OF PLACEMENT BEFORE COMMITTEE	NUMBER OF SECURITIES ACTUALLY TRADED	REMARK
8	9	10	11	12	13	14