

**Code of Practices &
Procedures & Code of Conduct
for Prevention of Insider
Trading & Fair Disclosure of
Unpublished Price Sensitive
Information**

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PART - A

Purpose

The Prevention of Insider Trading Policy (“Policy”) seeks to put in place appropriate systems and controls to adhere with the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time (“SEBI PIT Regulations”).

NeoGrowth Credit Private Limited (hereafter referred to as “**Company**”) is a private limited company incorporated under the provisions of the Companies Act, 1956 and is a Systemically Important Non-Deposit Accepting Non-Banking Financial Company, registered with the Reserve Bank of India. The Company's Non-Convertible Debentures (NCDs) are listed on BSE Limited.

All Employees Company are advised to carefully go through and familiarize themselves with and adhere to the SEBI PIT Regulations and this Policy.

Preamble

The Board of Directors of NeoGrowth Credit Private Limited (hereinafter referred to as “the Company” or “NeoGrowth”) has adopted this Code of Conduct for Prevention of Insider Trading and fair trading of Unpublished Price Sensitive Information (Code) in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”). The Code is applicable to the insiders, directors, designated employees of the Company as laid down in the Code.

Applicability

The Policy framed hereunder and any amendments thereto from time to time shall be applicable to all the Employees of the Company and their Immediate relatives

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PART - B DEFINITIONS

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

- B.1.** “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- B.2.** “Board” shall mean the Securities Exchange Board of India.
- B.3.** “Board of Directors” means the Board of Directors of the Company.
- B.4.** “Company” means NeoGrowth Credit Private Limited;
- B.5.** “Compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case the board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under 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.
- B.6.** “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. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

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- 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 recognised 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 his / her immediate relative or banker of the company, has more than ten per cent of the holding or interest;

B.7. “Designated Persons” shall include –

- a. Whole-time Key Managerial Personnel;
- b. All employees in the cadre of Executive Vice President and above;
- c. Heads of Departments
- d. Employees in the Finance, Accounts, Strategy / Investor Relations/Public Relation, Compliance & Secretarial Department,
- e. Executive assistants to employees in grade of Director and above as well as Executive Directors;

B.8. “Generally Available Information” means information that is accessible to the public on a non- discriminatory basis;

B.9. “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;

B.10. “Informant Employee” means any individual who during employment with the Company may become privy to information relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur and voluntarily files with the Securities and Exchange Board of India, a voluntary information disclosure form in a manner provided under the Securities and Exchange Board of India

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(Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 and is a director, regular or contractual employee of the Company, but does not include an advocate.

B.11. "Insider" means any person who is:

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

B.12. "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.

B.13. "Legitimate Purpose" shall have the meaning assigned to it under the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information."

B.14. "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;

B.15. "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.

B.16. "Regulations" shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015.

B.17. "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;

B.18. "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

B.19. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

B.20. "Trading Day" means a day on which the recognized stock exchanges are open for trading;

B.21. "Unpublished Price Sensitive Information" (abbreviated as "UPSI") means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price

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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; and
- v. changes in key managerial personnel;

Words and expressions used but not defined hereinabove shall have the meanings ascribed to them under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996, Companies Act, 2013 or and rules and regulations made thereunder and as may be amended from time to time.

PART - C

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

1. The Company,
 - a. 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.
 - b. shall ensure uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
 - c. shall appoint Compliance Officer as a Chief Investor Relations Officer to deal with disseminating information and disclosing unpublished price sensitive information. The Chief Investor Relations Officer shall oversee and co-ordinate disclosure of price sensitive information to analysts, shareholders and media.
 - d. shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
 - e. shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

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- f. Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- g. 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.
- h. shall ensure that all the unpublished price sensitive information is handled on a need to- know basis.

PART - D

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORTING

1. Duties of Compliance Officer (CO)

- (a) The CO shall maintain a record of Designated Employees and any changes made therein.
- (b) The CO shall be responsible for setting forth Policies, Procedures, Monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated employees' and their immediate relatives' trades, Monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- (c) The CO shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated employees for a minimum period of five years.
- (d) The CO shall place before the Chairman of the Audit Committee, on an annual basis all the details of the dealing in the securities by the Designated Employees, and Directors with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.
- (e) The CO shall from time to time inform the Stock Exchanges of any price-sensitive information on immediate basis.
- (f) The CO shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.
- (g) The CO shall be responsible for overseeing and co-ordinating disclosure of price-sensitive information to Stock Exchanges and educating staff on disclosure policies and procedures.
- (h) The CO shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.

2. Preservation of "Price Sensitive Information"

All Directors, Designated Employees, Connected Persons shall maintain the confidentiality of all Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. Following practices should be followed in this regard.

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.

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2.2 Limited access to confidential information

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

3. Prohibition on Dealing, Communicating or Counselling on Matters Relating to Insider Trading

No Insider shall –

- i. Either on his / her 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;
- i. 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.

4. Protection to an Informant Employee

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against an Informant Employee. Protection against discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination shall be provided to an Informant Employee, caused by the reason of (i) filing a voluntary information disclosure form under the Insider Trading Regulations; (ii) testifying in, participating in, or otherwise assisting or aiding the Securities and Exchange Board of India in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Securities and Exchange Board of India; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Securities and Exchange Board of India in any manner.

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5. Penalty for contravention of this Code

Any Director / Designated employee, 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.

6. 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.

The Compliance Department may impose such additional limitations/conditions as may be necessary to effectively implement this Policy on Employee trading at any time such as statement of holdings and information in respect of securities held by them and/or their Immediate Relatives, or any other document(s) including Bank account statements, mobile bills etc. as the Compliance department shall consider appropriate, to verify that the procedures mentioned in this policy are being adhered to.

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Annexure A

Annual disclosure of holdings of equity shares/ other securities of the Company (in terms of Clause D.2(c)(ii) of Code)

Compliance Officer,
NeoGrowth Credit Private Limited.
802, 8th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel (West),
Mumbai – 400013

Date _____

Sir/Madam,

With reference to above, I wish to inform you that I along with 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 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 and code of 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: _____)

Designation:

DIN/ Employee Code: