



## EMPLOYEES INVESTMENT POLICY

### A. Applicability of the Policy

This policy shall be applicable on the employees of the company in the business of merchant banking. Starting from the Board of Directors to the Key Managerial Personal and every staff working in the company

### B. The Policy

1. The Company employees may purchase and sell investments for their personal or family accounts as long as these transactions are consistent with applicable laws, regulations and this Policy. All investment decisions must be based solely upon publicly available information.
2. Employee's trading activity must not distract them from their work responsibilities.
3. Employees may never engage in personal transactions, which may conflict or appear to conflict with the interest of the Company or the Company clients, such as, but not limited to, the following:-
  - a) No employee may purchase or sell a security on the basis of knowledge of a probable change in investment attitude, Structural change and consequent action by a company entity with its clients respect to that security.
  - b) Employees with knowledge that a company is effecting or proposes to effect transactions in a security may not indulge any personal transactions in such security in his own account or any relative account.
  - c) An employee who knows that a company intends to acquire any undertaking or company in process of making major acquisitions, the employee shall not subscribe to the security for his or her own account until the company or his clients has completed its transactions.
  - d) The company employees will not be permitted to purchase or sell the securities of any issuer or its subsidiaries with which they have a lending or transactional relationship or access to confidential information about the issuer or its subsidiaries
4. The Company employees may not use material non-public information in Personal Investment Transactions, whether about company or its clients, regardless of the provisions set forth in this policy. They also should not disclose it to others, even within company, except on a "need to know" basis. "Material non-public information" (sometimes called "inside information") information about a company that is not known by the investing public and





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- the knowledge of which might influence the price of securities of that company.
5. Our clients have the right to expect confidentiality; every effort must be made to avoid failure to fulfill this expectation. Public or private discussion of the affairs of our clients should always be avoided except with those of our colleagues who have a need to know.
  6. The Company employees will not use their position to obtain favored treatment to buy or sell securities for their own or family accounts.
  7. The participation of employees in their own account or in their relative account in Initial Public Offerings (IPO's) of companies in which a company is merchant banker shall be prohibited.
  8. The Company Employees must obtain express prior written approval from the Compliance Officer of the purchase and sale of equity of company client on condition that such employees may not carry out the following Prohibited Practices to gain access to IPO's, particularly
    - a) Misuse of Material Non-Public Information
    - b) Conflict of Interest
    - c) Abuse of Position
  9. The Company employees must obtain expresses prior written approval from the Compliance Officer of any acquisition of private placements for personal accounts. However, private placement investments in personal accounts are prohibited if the employee is buying or selling an investment in which client accounts are interested.
  10. The Company employees are prohibited to execute securities transactions in a client account without having disclosed in writing (and obtained approval) to the Compliance Officer of any interest in personal accounts in such securities or issuers. This interest in personal accounts could be in the form of:
    - a) Any direct or indirect ownership of any securities of such issuer;
    - b) Any contemplated transaction by the employee in such securities;
    - c) Any position with such issuer or its affiliates; or
    - d) Any present or proposed business relationship between such issuer or its affiliates and the employee or any party in which such employee has a significant interest.
  11. The Company employees are required to:
    - a) Disclose information regarding their personal brokerage relationships whenever established and confirm at least annually all brokerage relationships



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- b) Direct their brokers to supply, on a timely basis, duplicate copies of confirmations of all personal securities transactions and copies of periodic statements for all securities accounts to the Compliance Officer or bring the Compliance Officer duplicate copies of confirmations of all personal securities transactions, on a timely basis, and duplicate copies of periodic statements for these accounts sent to the Company employees by their brokers if their brokers do not agree to do so; and
- c) Certify on an annual basis that he/she has complied with the requirements of the Policy and that he/she has pre-cleared and disclosed or reported all personal securities transactions required to be disclosed or reported pursuant to the requirements of this Policy.
- d) Submit an annual holdings report containing similar information that must be current as of a date no more than 30 days before the report is submitted

✓ **Pre-clearance Information:-**

12. The Company employees must pre-clear all Personal Investment Transactions. The pre-clearance processes are:

- a) that all Personal Investment Transactions are pre-cleared by the Compliance Officer, and documented;
- b) that all pre-clearance approvals are effective for TWO business days, including the date of preclearance (see Initial Public Offerings section);
- c) to compare brokers statements sent to the Compliance Officer or duplicate copies of brokers statements sent to the Company employees to pre-cleared transactions; and
- d) to monitor Personal Investment Transaction activity on a preclearance as well as an after-the-fact basis;

**In case of Failure in Comply with this Policy:-**

The misuse of confidential information may violate contractual obligations of the Company and its employees, local securities laws, and/or other legal and regulatory requirements.

The Company employees who violate securities laws by purchasing or selling securities on the basis of inside information or a failure to comply with the policies and procedures set forth in the Company personal investment policy may be grounds for disciplinary action, including termination of employment for cause.

The Company takes seriously its obligation to monitor the personal investment activities of its employees and to review the periodic reports of all employees. Compliance Officer will monitor employee personal investment transaction activity. All noted deviations from the policy requirements will be referred back to the employee for follow-up and resolution (with a copy to be supplied to the employee's supervisor).

On a quarterly basis, Supervisor will review the personal investment activity results for his/her staffs, which were pre-cleared by Compliance Officer.



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