

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

PARAMOUNT COMMUNICATIONS LIMITED (hereinafter referred to as "the Company") is laying down the present code for prescribing Policy and Obligations for prohibition of insider trading and to ensure that all directors, officers and designated employees of the Company are acting bonafide and are maintaining necessary safeguards for preserving the confidentiality of all such information obtained in the course of their work at the Company. The object of this code is to ensure that no director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Paramount Communications Ltd. hereby notifies that this code of conduct, made pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and for prohibition of insider trading as enumerated under Section 195 of Companies Act, 2013, is to be followed by all directors, officers, designated employees and connected persons as provided herein.

Part A - DEFINITIONS

- (a) **"Company"** means Paramount Communications Limited;
- (b) **"Compliance Officer"** means the Company Secretary of the Company;
- (c) **"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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) The persons falling within the following categories shall be deemed to be connected persons:

- an immediate relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

(f) **'Designated Employee'** shall mean:

- ✓ All Directors, including CEO, Managing Directors/Executive Directors;
- ✓ All Presidents, Chief Financial Officer, Vice Presidents, Company Secretaries and General Managers;
- ✓ All the employees of accounts, finance, legal and secretarial departments.
- ✓ Employees designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable
- ✓ Employees declared as designated employee from time to time by the Compliance officer for a particular matter/information on which the code shall be applicable for the time being or for the period as specified by Compliance officer.

- (g) **“Immediate relative”** means 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;
- (h) **"Insider"** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (i) **“Insider Trading”**: When insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions, the action is referred to as insider trading;
- (j) **'Prohibited Period'** means:
- Period beginning effective from 10 (Ten) days prior to date of meeting of the Board of Directors proposed to be held, in which the Board of Directors are to consider any price sensitive information and ending after 24 hours from the time the Price Sensitive information is made public or
 - Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & CEO and Managing Director for any specific matter of which forms part of agenda at a later stage or is not a pre-determined subject of meeting.
- (k) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

(1) "**Unpublished price sensitive information**" 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 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.

Words and expressions used and not defined in these regulations but defined in 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 thereunder shall have the meanings respectively assigned to them in those legislation.

PART B: DUTIES OF COMPLIANCE OFFICER

The compliance officer shall report to the Chairman & CEO and Managing Director of the Company and shall perform following duties:

- (a) He/She shall maintain a record of designated employees and any changes made to the list of Connected Persons and where he exercises his power of deeming a person to be designated employees shall report/notify to the board/committee thereof of such changes.
- (b) He/She may suo moto or in consultation with the Chairman & CEO & Managing Director and as directed by the Board, specify the Prohibited Period from time to time and immediately make an announcement thereof.
- (c) He/She shall maintain a record of the Prohibited Period specified from time to time.
- (d) He/She 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 dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company and educating new joiners about the code and its requirements.
- (e) He/She shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years.
- (f) He/She shall place before the Share Transfer & Transmission Committee, on a yearly basis all the details of the dealing in the securities by Designated Employees, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.

- (g) He/She shall from time to time inform the Stock Exchanges of any price sensitive information as soon as possible.
- (h) He/She shall intimate/report to all Stock Exchanges on which the securities of the Company are listed, desired information or compliance and to make necessary disclosures in terms of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
- (i) He/She shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media
- (j) He/She shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

PART C: PRESERVATION OF "PRICE SENSITIVE INFORMATION"

Designated Employees, Directors, Officers shall maintain the confidentiality of all Price Sensitive Information. Employees/ directors 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.

Following practices should be followed in this regard:

A. 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.

B. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login ids and passwords, etc. Files containing confidential information

should be deleted /destroyed after its use alongside complete destruction shall be insured of physical files.

PART D: PROHIBITION ON DEALING, COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

No Insider shall –

- either on his own behalf, or on behalf of any other person, deal in securities of the Company when in the possession of any unpublished price sensitive information;
- 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.

PRE CLEARANCE OF TRADE

All Directors, Officers and Designated Employees of the Company who intend to deal in the securities of the Company in excess of 20,000 Equity Shares in number or Rs. 50,000/- in value or 0.1% of Paid up Capital of Company shall pre-clear the transactions as per the pre-dealing procedure as described hereunder: -

A. Pre-dealing Procedure

- An application for pre-clearance of trade may be made in Form '1' duly filled and complete in all respects, to the Compliance Officer. An undertaking shall be executed in favor of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:
 1. That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 2. That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but

before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public.

3. That he or she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 4. That he or she has made a full and true disclosure in the matter.
- The Compliance Officer shall on receipt of request give an acknowledgement on the duplicate of the application submitted by the Designated Employee. The Compliance Officer shall grant approval within 3 days from the date of acknowledgement. The Compliance Officer shall retain copies of all applications and acknowledgements.
 - All Directors, Officers and Designated Employees shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers and Designated Employees must pre clear the transaction again.
 - 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 '2' duly filled up and complete in all respects.

RESTRICTION ON TRADING

All directors/officers and designated employees of the company shall be subject to trading restrictions as enumerated below: -

Trading Window

- No Director, Officer and Designated Employees of the Company shall deal in the securities of the Company when the trading window is closed, which is the prohibited period for trading.

- The trading window shall be, inter alia, closed at the time of:-
 - 1) Declaration of Financial results (quarterly, half-yearly and annual),
 - 2) Declaration of dividends (interim and final),
 - 3) Issue of securities by way of public/ rights/bonus, etc,
 - 4) Any major expansion plans or execution of new projects,
 - 5) Amalgamation, mergers, takeovers and buy-back,
 - 6) Disposal of whole or substantially whole of the undertaking,
 - 7) Any changes in policies, plans or operations of the Company,
 - 8) Any information which in the opinion of the Board or Compliance officer of the Company is of such a nature, if disclosed, is likely to materially affect/impact the prices of the securities of the Company.

- The period of closure/prohibited period shall be effective from 10 (Ten) days prior to date at which meeting of the Board of Directors proposed to be held, upto 24 hours after the information is submitted to the Stock Exchange or such other time period as may be decided by the Compliance Officer in consultation with Chairman & CEO and Managing Director of the Company for the reasons to be recorded in writing and be placed before the board.

- All Directors, Officers and Designated Employees of the company shall conduct their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

PART E: REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

- **Disclosures under Regulation 13**

Every Director, Officer and Designated Employee of the Company or promoter/promoter group of the Company shall make necessary initial and continual disclosures, within the prescribed time line and in prescribed format, in terms of Regulation 13 of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

- **Quarterly/Annual Disclosures**

All Directors, Officers, Designated Employees and their dependent family members dealing in the Securities of the Company shall be required to forward following details of their Securities transactions including the holdings of dependent family members to the Compliance officer:

- a) All holdings in securities of the Company by Directors, Officers, Designated Employees and their dependents at the time of joining the Company;
- b) In respect of existing Directors, Officers, Designated Employees, all holdings in securities of the Company within 30 days from the date this code comes into effect;
- c) Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in Form '3' on a quarterly basis within 15 days from the end of each quarter; and
- d) Annual statement of all holdings in securities of the Company in Form 'E' as on March 31 of each year, before April 30 of that year.

PART F: RECORDS AND DISCLOSURES BY THE COMPANY

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years.

Part G: PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- Any Director, Officer, Designated Employee or their dependents who trade in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company. Directors, Officers, Designated Employees of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include salary freeze, suspension, withholding of promotions and may be imposed with fine as the board may deem fit depending upon the severity of actions 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, 2013 as amended from time to time.