

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UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. OBJECTIVE

The Board of Directors of “Trust Fintech Limited” ("the Company") has laid down this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).

The objective of this Fair Disclosure Code is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information no sooner than credible and concrete information comes into being in order to make such information generally available.

The provisions of this Fair Disclosure Code intend to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

2. DEFINITION

Words and expressions used and not defined herein shall have the meanings assigned to them under the Code of Conduct to Regulate, Monitor and Report trading by Designated Persons in the securities of the Company, as amended from time to time, or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”), as amended.

3. DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a. Prompt public disclosure/ dissemination of any Unpublished Price Sensitive Information (UPSI) shall be done no sooner than credible and concrete information comes into being by the Chief Investor Relations Officer (hereinafter referred to as "Authorized Person") in consultation with the Managing Director (“MD”) or the Chief Financial Officer (“CFO”) by intimating the same to the Stock Exchanges and posting of the said UPSI on the website of the Company and/ or otherwise making it generally available.
- b. Save and except sharing of any UPSI for Legitimate Purpose, the Authorized Person shall ensure uniform dissemination/ disclosure of UPSI, so as to avoid selective disclosure. In case UPSI gets inadvertently selectively disclosed, the Authorized Person shall promptly, make such UPSI generally available.
- c. The Compliance Officer shall also perform the duties and obligations of the Chief Investor Relations Officer to overview/ deal with dissemination and disclosure of UPSI and shall ensure compliance under the Fair Disclosure Code herein.

- d. No UPSI shall be shared with any person except for legitimate purpose unless the information is made generally available i.e. only public information can be shared.
- e. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- f. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- g. The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.
- h. In absence of the Authorized Person, such person as may be authorized by the MD or CFO shall discharge the duties of the Authorized Person.

4. PROCEDURE FOR RESPONDING TO ANY QUERIES / REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

- a. The Chief Investor Relations Officer shall under guidance of MD or CFO shall give an appropriate, fair hand prompt response to the queries on news report and requests for verification of market rumors by regulatory authorities.
- b. As and when necessary, the Chief Investor Relations Officer shall under guidance of MD or CFO make appropriate public announcement with respect to market rumors.

5. SHARING OF UPSI FOR LEGITIMATE PURPOSE

- a. While deciding the 'Legitimate Purpose', the following shall be taken into consideration:
 - i. Whether the information may be categorized under Unpublished Price Sensitive Information. If so, nature of UPSI being shared.
 - ii. Person with whom the UPSI is being shared.
 - iii. Whether confidentiality clause is added while sharing the UPSI.
- b. "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI PIT Regulations.
- c. What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business-related needs of the Company. In general, sharing of UPSI would be considered as Legitimate purpose in the following cases:

- i. Arising out of contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- ii. Arising out of business requirement including requirement for the purposes of corporate action, promoting the business and strategies of business;
- iii. For ensuring operational efficiency;
- iv. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- v. As part of compliance with applicable laws, regulations, rules and requirements.

The abovementioned cases are illustrative in nature and not exhaustive.

6. ISSUE OF NOTICE TO THE RECIPIENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

a. The recipient of UPSI which is communicated for any "legitimate purpose" shall be considered as an "insider" under the "Code of Conduct" adopted by the Company and such notice shall be given to the recipient of UPSI by the person making communication of UPSI in order;

- i. To make aware recipient that the information shared is or would be UPSI
- ii. To make aware to recipient the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- iii. To instruct recipient to maintain confidentiality of such UPSI in compliance with the Code of Conduct for Prevention of Insider Trading and the other applicable laws.
- iv. To advise recipient to be in compliance with applicable provisions of SEBI PIT Regulations and the Code of Conduct for Prevention of Insider Trading adopted by the Company.

7. RESPONSIBILITY OF THE RECIPIENT OF UPSI

- a. To maintain and keep confidential the UPSI received.
- b. To use the UPSI only for Legitimate Purpose.
- c. To disclose the UPSI to any other person strictly on a need to know basis.
- d. To safeguard the UPSI with the same degree of care so avoid unauthorized disclosure as the recipient would use to protect its own confidential information, but in no case less than reasonable care.
- e. To ensure compliance with applicable provisions of PIT Regulations.

8. DIGITAL DATABASE

The Board shall ensure and authorize the Compliance Officer to maintain a structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. This database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database

9. AMENDMENT OF FAIR DISCLOSURE CODE

- a. Unless required under an enactment to be approved by the Board of Directors, all statutory amendments in the Companies Act 2013 or in the Regulations, shall be effective and binding even if such amendments are not incorporated in the Code. For administrative convenience, any change in the Code herein may be made by the Compliance Officer in consultation with Managing Director' and 'Chief Financial Officer subject to approval thereof by the board of directors within a period of 3 months.
- b. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed and published on website.

AMENDMENT

Managing Director is authorized to make minor modifications to this Code which may be required to bring the Code in line with any regulatory/ statutory changes and which to remove ambiguities, enhance clarity on the provisions of the Code etc. Any major modification to the Code will require authorization of the Audit Committee and the Board. Statutory amendments in PIT Regulations shall be implemented by the Compliance Officer with immediate effect.

DISSEMINATION OF THE CODE

The policy shall be hosted on the website of the Company i.e. www.softtrust.com

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe Equity Shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
2A	Relationship with the Applicant (Self/Immediate	
3.	Number of securities held as on date	
4.	Folio No. / DPID/ Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/ subscribed/ sold/ pledge	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No./ DPID/ Client ID No. where the securities will be credited/ debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Date:

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,

I, _____ being a Designated Person of the company as per the Rules for Trading in the securities of __ Limited residing at_, am desirous of trading in __shares of the Company as mentioned in my application dated _for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the “indemnified persons”) for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction, and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Education and Protection Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction/ a ‘Nil’ report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature: _____

Name:

Date:

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction/trading in securities of the Company)

To,
The Compliance Officer,

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)

(strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought /sold / subscribed	DP ID/ Client ID/ Folio No.	Price(Rs.)

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

Signature:

Name:

Date:

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(1)(a) read with Regulation 6(2)– Initial disclosure to the Company]

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel(KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN & Address with contact nos.	Category of Person (Promoters/ KMP/Directors / immediate relative to/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (Foreign Shares, Warrants, Convertible Debentures etc.)	No.	

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options Name

& Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1)(b) read with Regulation 6(2)– Disclosure on becoming a director/ KMP/ Promoter]

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, CIN/ DIN & Address contact with nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ 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
			Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	

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

Details of Open Interest (OI) in derivatives of the company 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).

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		
Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options Name

& Signature:

Designation:

Date:

Place:

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature: Designation:

Date:

Place:

FORM D

(Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3)–Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/ DIN, & Address with contact nos. of other connected persons as identified By the company	Connection With company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer/ off market/ Inter se transfer, ESOPs etc.)
		Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type Of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

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

Details of trading in derivatives by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)					Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell	
		Notional Value	Number of units (contracts*lot size)	Notional Value	Number of units (contracts * lot size)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Place :

For Trust Fintech Limited

Sd/-

Hemant Chafale
Managing Director
DIN: 01590781