



INSIDER TRADING CODE

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INSIDER TRADING CODE

(Code of Internal Procedures and conduct for prevention of insider trading in securities of Protium Finance Limited)

INTRODUCTION

This Insider Trading Code aims to define, establish, and clarify the standards for behavior in Protium Finance Limited (hereinafter referred as the 'Protium') and its position in relation to:

- Prevention of Insider Trading in securities of the Protium which are listed.
- Maintenance of Confidentiality of unpublished price sensitive information of Protium.
- Adherence to and compliance with the SEBI regulation governing Prohibition of Insider Trading with the securities of the Protium which are listed

Every Designated Person (as defined hereinafter) has a duty to safeguard the confidentiality of all Unpublished Price Sensitive Information obtained of Protium. The Designated Person or any Immediate Relative of such Designated Persons shall not derive any benefit or assist others to derive any benefit from the access to and possession of any Unpublished Price Sensitive Information of Protium which is not in public domain and thus constitutes insider information.

OBJECTIVES

Protium is committed to:

- (i) Preserving the confidentiality and preventing misuse of any unpublished price sensitive information about Protium or any of its securities.
- (ii) Adherence to transparency and fairness in dealing with all stakeholders of Protium; and
- (iii) Strict compliance with applicable regulations of the Securities and Exchange Board of India

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the regulations.

Definitions: Definitions of some of the key terms used in the Code are given below:

- (i) **"Board"** means Board of Directors of Protium Finance Limited.
- (ii) **"Code or Insider Trading Code"** means Code of Internal Procedures and Conduct for regulating, monitoring, and reporting of trading by insiders of Protium Finance Limited.
- (iii) **"Company"** means Protium Finance Limited and may be referred to as 'the Company' or 'Protium' in this or in relation to Insider Trading Code.
- (iv) **"Compliance Officer"** means Company Secretary of Protium 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 this Code.
- (v) **"Connected Person"** and **"Deemed to be Connected Person"** shall mean:
 - **Connected Person:** Any person who is or has been during the six months, prior to the concerned act, been associated with Protium, directly or indirectly, or in any capacity including by reason of frequent communication with officers of Protium or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of Protium or holds any position including a professional or business relationship with Protium (whether temporary or permanent) with the Company, that allows such person,

directly or indirectly, access to unpublished price sensitive information of Protium or in relation to securities of Protium or is reasonably expected to allow such access.

- **Deemed to be Connected Person:** Any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:
 - a. a relative of Connected Persons; or
 - b. a holding Company of Protium or associate Company of Protium or subsidiary Company of Protium; or
 - c. an intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or
 - d. an investment Company of Protium, trustee Company of Protium, asset management Company of Protium 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 recognized or authorized by the Board; or
 - i. a banker of Protium; or
 - j. a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of Protium or his relative or banker of Protium, has more than ten per cent, of the holding or interest; or
 - k. a firm or its partner or its employee in which a connected person specified in sub-clause A of clause (v) is also a partner; or
 - l. a person sharing household or residence with a connected person specified in sub-clause A of clause (v)

(vi) **“Designated Persons”** shall mean and include:

- a. Members of Promoters and Promoter Group
- b. Members of the Board of Directors of Protium
- c. Key Managerial Personnel of the Company
- d. Employees of IT, Finance, Treasury and Secretarial department of Protium
- e. Employees designated as Partners, Associate Partners, and Managing Directors of Protium
- f. All employees upto two levels below Chief Executive Officer of the Company
- g. Such other persons as may be identified by the Compliance Officer

(vii) **“Insider”** means any person who is,

- a. a Connected Person; or
- b. in possession of or having access to unpublished price sensitive information.

(viii) **“Immediate Relative”** means the spouse of the concerned person, and includes parents, siblings and children of such person or of the spouse, provided any of them is financially dependent on such person, or consults such person while taking any decision relating to Trading.

(ix) **“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:

(x) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

(xi) **“Relative”** shall mean the following:

- (a) spouse of the person;
 - (b) parent of the person and parent of its spouse;
 - (c) sibling of the person and sibling of its spouse;
 - (d) child of the person and child of its spouse;
 - (e) spouse of the person listed at sub-clause (c); and
 - (f) spouse of the person listed at sub-clause (d)
- (xii) **“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Clause 5(1) of the SEBI Regulations.
- (xiii) **“Trading in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Protium, either as principal or agent, including by way of pledging.
- (xiv) **“Trading Window”** shall mean the trading period of the stock exchanges which is available for trading in the Protium’s securities.
- (xv) **Unpublished Price Sensitive Information (UPSI)** means any information, relating to Protium 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 of Protium 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’s, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - v. changes in key managerial personnel other than due to superannuation or end of term;
 - vi. resignation of a Statutory Auditor or Secretarial Auditor;
 - vii. change in rating(s), other than ESG rating(s);
 - viii. fund raising proposed to be undertaken;
 - ix. agreements, by whatever name called, which may impact the management or control of the company;
 - x. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

Explanation:

‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- xi. resolution plan / restructuring or one-time settlement in relation to loans / borrowings from banks/financial institutions
- xii. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xiii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiv. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xvi. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvii. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Words and expressions used and not defined in these regulations shall have same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015.

COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Notwithstanding anything contained in this regulation, 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 Protium is of informed opinion that the sharing of the information of proposed transaction is in the best interests of Protium,
- ii. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of Protium is of informed opinion that the sharing of information of proposed transaction is in the best interests of Protium 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 purposes of sub-regulation (3), 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 sub-regulation (3), and shall not otherwise trade in securities of Protium when in possession of unpublished price sensitive information.

STRUCTURED DIGITAL DATABASE (SDD)

The Compliance Officer shall ensure that a structured digital database is maintained containing the names of the nature of unpublished price sensitive information and the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Further, entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

PRESERVATION OF THE PRICE SENSITIVE INFORMATION

Insider shall maintain the confidentiality of all unpublished price sensitive information. He/she should not pass such information to any person including the other insider.

NEED TO KNOW

Unpublished Price Sensitive Information shall be handled on a "Need to Know" basis, i.e., such information shall be shared with any person including the other insider except where such information is required to be passed for legitimate purposes and for performance of duties or discharge of legal obligation.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION

Files containing unpublished price sensitive information, or any such related 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.

CHINESE WALL

Protium may adopt a Chinese wall strategy to prevent the misuse of confidential information, which separates those areas of Protium which routinely have access to confidential information.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

No Insider shall communicate, provide, or allow access to any UPSI, relating to Protium to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or as otherwise provided under the Regulations.

No person shall procure from or cause the communication by any Insider of UPSI, relating to Protium except in furtherance of “legitimate purposes” (as defined in the Code for Fair Disclosure), performance of duties or discharge of legal obligations or as otherwise provided under the Regulations.

Subject to the provisions of the Regulations, no Insider shall trade in securities (including derivative transactions i.e., futures, options etc.) of Protium when in possession of UPSI in relation to such security. Explanation –When a person who has traded in securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession. The Insider may prove his/her innocence by demonstrating the circumstances explained in the Regulations.

Individuals/Employees shall be made aware by the respective department head, of their duties and responsibilities attached to the receipt of UPSI and the liability attached to misuse or unwarranted use of such information.

TRADING PLANS

Applicable provisions of the Regulations relating to Trading Plan intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities of Protium in a compliant manner.

DISCLOSURES OF TRADING BY INSIDERS WITH RESPECT TO THE LISTED SECURITIES OF PROTIUM

The disclosures to be made by any person with respect to the listed securities of Protium under this Code and applicable Regulation shall include those relating to trading by such person’s immediate Relatives, and by any other person for whom such person takes trading decisions.

Disclosure under this regulation shall be maintained by the Protium, for a minimum period of five years.

INITIAL DISCLOSURES AND CONTINUOUS DISCLOSURES

Every Designated Persons as on the date of joining shall disclose his and his Immediate Relatives holdings of the Securities of Protium as on the date of appointment, in the manner provided in the Regulations.

Every person on appointment as Key Managerial Personnel or a Director of Protium or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of Protium as on the date of appointment or becoming a promoter, to Protium within seven days of such appointment or becoming a promoter.

CONTINUAL DISCLOSURES

Every Promoter, Member of the promoter group, Designated Person and Director of Protium shall disclose the number of securities (issued by Protium) 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 ten lakh rupees, in the manner provided in Regulations.

On receipt of disclosure as provided hereinabove, Protium 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.

DISCLOSURES BY OTHER CONNECTED PERSONS

In order to monitor compliance with these regulations the compliance officer of Protium may direct connected person or class of connected persons to make disclosures of their holdings and trading in securities of Protium in such form and at such frequency.

CODE OF FAIR DISCLOSURE

Regulation 8 provides that, the Board of Directors of every Company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information. In view of the same, Board of Directors of Protium have adopted Code as per the Schedule A of the Regulations.

The code is adopted to provide for framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. In view of the same, the Board of Directors of Protium have adopted the Policy for Fair Disclosure of Unpublished Price Sensitive information in which is attached as ‘Annexure A’ to this Code.

POLICY ON PROCESS OF INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI

Regulation 9A(5) of the Regulations provide that, every listed Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In view of said, the Board of Directors of Protium has entrusted the Chief Investor Relations Officer with the responsibility.

TRADING WINDOW AND WINDOW CLOSURE

The provisions relating to the Trading Window shall be applicable only for the listed Securities of Protium.

- i. The trading window shall be closed during the time when the Compliance Officer and/ Board of Directors determines that Insiders can reasonably be expected to have Unpublished Price Sensitive Information. However, trading restriction period shall be made applicable from the end of every quarter till 48 hours after the dissemination of the financial results. The Board of Directors of Protium shall endeavour to conduct meeting of Audit Committee and the Meeting of Board of Directors on the same day for approval of accounts so as to avoid leakage of material information.
- ii. The communication related to closure and opening of the trading window shall be given by the Compliance Officer to all the Insiders and all Designated Persons by means of intimation to the stock exchanges where securities of Protium are listed and wherever required, through e-mail, circular and/ or posting on the website of Protium, etc. Irrespective of whether such communication has been read or received or not, persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the trading window before undertaking any trades in the listed securities of Protium. Further, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

- iii. Subject to aforesaid clause, all Insiders and their Immediate Relatives are prohibited to trade in securities, when the trading window is closed except in case of insiders who have submitted their Trading Plans to the Compliance Officer.
- iv. Insiders shall conduct all their dealings in the Securities of Protium only in a valid trading window and shall not deal in any transaction involving the purchase or sale of Protium's Securities during the periods when the trading window is closed, as referred above or during any other period as may be specified by Protium from time to time
- v. The Compliance Officer after considering various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall be applicable to all Insiders.

PRE-CLEARANCE OR TRADES' CLEARANCE OF TRADES IN THE LISTED SECURITIES OF PROTIUM

- i. All Designated Persons after taking pre-clearance from the Compliance Officer may trade when the trading window is open if the value of the proposed trades is above such thresholds as the Board of Directors may stipulate.
- ii. All Designated Persons of Protium who intend to deal, on their behalf and / or on behalf of their dependent family members, in the securities of Protium should pre-clear the transactions as per the pre-dealing procedure as described hereunder.
- iii. Any pre cleared trade not executed by the designated person within 7 days of its pre clearance would require fresh clearance for the trades to be executed.
- iv. An application may be made to the Compliance Officer indicating the estimated number of securities that the Designated person intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf.
- v. Along with the request for pre-clearance of transaction, an undertaking shall be executed in favor of Protium by such Designated person, that he is not in possession of unpublished price sensitive information
- vi. No contra trade shall be executed by the designated person within the period six months from date of execution of the pre-cleared trade.
- vii. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
 - . In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI Board under the Act.

UPDATING OF DATABASE BY INSIDERS

Pursuant to the Clause 14 of the Schedule B and Clause 12 Schedule C of the Regulations, the Designated Persons (Employees) shall be required to disclose names and Permanent Account Number, or any other

identifier authorized by law of the following persons to Protium on an annual basis and as and when the information changes in prescribed format:

- a. Immediate Relatives.
- b. persons with whom such designated person(s) shares a Material Financial Relationship.
- c. Phone, mobile and cell numbers which are used by them in addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- i. Every Designated Person/ Insider shall be individually responsible for complying with the provisions of this Code and Regulations (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- ii. Any Designated Person / Insider who trades in Securities of Protium or communicates any information for trading in Securities of Protium , in contravention of this Code and/Regulations will be penalized and appropriate action may be taken by Protium. Designated Employee(s) who contravenes any of the provisions of this Code and/ Regulation shall indemnify and hold harmless Protium, its Directors, officers for any consequences resulting from such violation, whether monetary or not.
- iii. Designated Person / Insiders who violate this Code and/ Regulation, (whether the violation was intentional or unintentional) shall also be subject to disciplinary action, which may include action such as wage freeze, issue of warning letters, termination from employment/ business or other legal, commercial relation, filing a suit and such other remedy as may be available under the law for the time being in force at the sole discretion of Protium.
- iv. The action taken by Protium shall not preclude SEBI or any other competent authority from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- v. Protium shall intimate SEBI regarding the material violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- vi. The Insider agrees to read, abide and comply with the provisions of this Code and Regulations in its true spirit. Further, Insider confirms and understands that Protium, its subsidiaries, group companies, associate companies or its other employees, officers, representatives, Directors and promoters shall not be responsible/ liable for any acts of omission and/or commission of the Insider or any other person resulting in violation of Code and/Regulations in any manner whatsoever.

REPORTING OF VIOLATIONS

In terms of clause 13 of Schedule B read with Regulation 9 of the PIT Regulations, Protium, shall promptly inform the Stock Exchange(s) where the concerned securities are traded, regarding violations relating to Code of Conduct under PIT Regulations in such form and manner as may be prescribed by the Board from time to time. (Refer Annexure A of SEBI Circular dated July 23, 2020).

AMENDMENT TO THE CODE

This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board of Directors of Protium. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued

by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc. This Code shall be subject to periodic review at least annually in accordance with any regulatory or statutory requirement and shall be approved by the Board.

ANNEXURE- 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,

The Compliance Officer

Protium Finance Limited

Dear Sir/ Madam,

Application for Pre-trading approval in securities of Protium

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and Protium's **Insider Trading Code**, I seek

approval to purchase / sale / subscription _____ of securities of Protium as per details given below:

1.	Name of Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No/ DP ID/ Client ID No.	
5.	The Proposal is for: Purchase of securities Subscription to securities Sale of securities	
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be acquired / subscribed / sold	
8.	Price at which transaction is proposed	
9.	Current Market price (as on date of application)	
10.	Whether the proposed transaction will be made through stock exchange or off- market	

In connection with my request for approval to deal in the securities of Protium, as required by the Insider Trading Code of Protium, I hereby state and undertake that:

1. Neither do I have access to, nor do I have any information that could be construed as 'Unpublished Price Sensitive Information' up to the signing of this undertaking.
2. In the event if have access or receive any information that could be construed as 'Price Sensitive Information', after signing 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 dealing in the securities of Protium until such information becomes public.
3. I confirm that I have not contravened the provisions of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Insider Trading Code of Protium.
4. I have made full and true disclosures in the matter.

Yours faithfully,

(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
The Compliance Officer
Protium Finance Limited

I, _____ of Protium residing at _____
, am desirous of dealing in* securities of Protium as mentioned in my application
dated _____ for
pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in Protium's Insider Trading Code (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, 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 dealing in the securities of Protium until such information becomes public.

I declare that I have not contravened the provisions of the Insider Trading Code as notified by Protium from time to time. I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall once again seek pre-clearance.

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

Date:

Signature:

* Indicate number of securities

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your request for trading in____(no's) securities of Protium as mentioned in your

application dated _____is approved. Please note that the said transaction must be

completed on or before _____(date) that is within 7 (seven) trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of Protium. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **Protium Finance Limited**

Compliance Officer

Date:

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance Officer,
Protium Finance Limited

I hereby inform that I

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

1.	Name of holder	
2.	Number of Securities dealt with	
3.	Bought/sold/ subscribed	
4.	DP ID /Client ID / Folio No.	
5.	Price (Rs)	

I Undertake to preserve documents evidencing proof of above transaction for a period of 3 years and produce the same to the Compliance officer / SEBI when required.

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

Date:

Signature: Name: Designation:

ANNEXURE 5

FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,

The Compliance Officer

Protium Finance Limited

I, _____, in my capacity as _____ of Protium hereby submit the following details of securities held in Protium as on _____ (date of becoming Specified Person).

I. Details of securities held by me:

1.	Type of Securities	
2.	No. of securities held	
3.	Folio No.	
4.	Beneficiary A/c Client ID	

II. Details of dependent(s):

1.	Name of the dependent	
2.	Relation with Director / Key Managerial Personnel / Designated Employee	

III. Details of Securities held by dependent(s):

1.	Name of Relative	
2.	Relationship	
3.	Type of Securities	
4.	No. of Securities held	
5.	Folio No	
6.	Beneficiary A/c Client ID	

Date: Signature:

ANNEXURE 6

DISCLOSURE OF CHANGES IN HOLDING

To,
The Compliance Officer,
Protium Finance Limited

I, _____, in my capacity as _____ of Protium hereby submit the following details

of change in holding of securities of Protium:

Name, PAN No. & address of holder	
No. of securities held before the transaction	
Receipt of allotment advice/Acquisition of /sale of securities	
Nature of transaction & Quantity Purchase Sale Others	
Trading member through whom the trade was executed with SEBI Registration No. of the TM	
Exchange on which the trade was executed	

Details of change in securities held by dependent family members:

Name, PAN No. & address of holder	
No. of securities held before the transaction	
Receipt of allotment advice/Acquisition of /sale of securities	
Nature of transaction & Quantity Purchase Sale Others	
Trading member through whom the trade was executed with SEBI Registration No. of the TM	
Exchange on which the trade was executed	

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:

Signature:

Annexure A
PROTIUM FINANCE LIMITED
Policy for Fair Disclosure of Unpublished Price Sensitive information (UPSI)

Protium Finance Limited ('PFL') shall adhere to the practices and procedures detailed in this Fair Disclosure Policy document, effective _____, in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of Protium in the market.

Protium shall follow the Principles of Fair Disclosures detailed hereunder:

1. Shall promptly disclose any information that could have material impact on price of securities of Protium (herein after called **Unpublished Price Sensitive Information/ 'UPSI'**).
2. To ensure equality of access to information, Protium shall ensure:
 - a) uniform & universal disclosure of UPSI through the Stock exchange(s).
 - b) public dissemination of the said information on a non-discriminatory basis.
3. Protium will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available.
4. Shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conference(s), is not an UPSI.
5. Will make available transcripts or records of proceedings, if any, of meetings or concall with analysts or at other investor relations conference(s) on the website of Protium to ensure official confirmation and documentation of disclosures made.
6. Protium shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
7. Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of Protium only on a 'need to know' basis.
8. The Chief Financial Officer of Protium shall serve as the '**Chief Investor Relations Officer**' for the purposes of this Policy to deal with dissemination of information and disclosure of UPSI.

This Fair Disclosure Policy document, adopted in line with the principles set out in Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been approved by the Board of Directors of Protium and shall be applicable and binding on all Directors/Employees of Protium.