

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN THE SECURITIES OF
STANDARD CAPITAL MARKETS LIMITED**

Applicable to: All Designated Persons and their Immediate Relatives.

Objective: Standard Capital Markets Limited (hereinafter referred to as “SCML” or “the Company”) is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Designated Person has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Designated Person of the Company should not use their position to gain personal benefit. To achieve these objectives, the Company hereby notifies this Code of conduct.

1. General Principles

1.1 SCML endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (as hereinafter defined) and to prevent misuse of such information. The Company is committed to high standards of corporate governance, transparency and fairness in dealing with its stakeholders and in ensuring adherence to all applicable laws and regulations of India.

1.2. The underlying principles on the basis of which this Code is based are the following:

1.2.1. To maintain the standards of business and conduct it in line with the stated values of SCML.

1.2.2. Ensure that Designated Persons may perform their duties according to the highest ethical standards of honesty, integrity, accountability, confidentiality and independence.

1.2.3. Ensure confidentiality of Unpublished Price Sensitive Information in relation with SCML, its business and affairs and make no use of it other than for furtherance of SCML's interest.

1.2.4. Ensure compliance of all applicable laws and regulations including SCML's internal Code of Conduct and Policies.

1.2.5. Ensure and enable SCML to achieve the highest standards of corporate governance.

1.3. The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time (hereinafter referred to as the "Regulations") make it mandatory for every listed public company to lay down a “Code of Conduct for prevention of Insider Trading in Securities” to be observed by its Designated Persons.

1.4. This document embodies Code of Conduct for Prevention of Insider Trading in Securities of SCML (hereinafter referred to as the “Code”) and encapsulates the restrictions, formats and rules of conduct to be followed by Designated Persons and their Immediate Relatives and is intended to serve as a guiding charter for all persons associated with its functioning. It is necessary that all Designated Persons and their Immediate Relatives are fully aware of the provisions of this Code. This Code is in addition to, and not in substitution of the Regulations, and it is important that Designated Persons are aware of and comply with the provisions of the Regulations as well.

1.5. The procedures and guidelines contained herein are intended to deal with the most common practical implications of the above principles, but they cannot deal specifically with every potential situation that may arise. Where any Designated Person or their Immediate Relatives is in doubt as to how a particular situation should be dealt with under this Code, he may consult with the Compliance Officer (as hereinafter defined).

1.6. This Code shall apply to all Designated Persons and their Immediate Relatives.

2. Definitions and Interpretation

2.1. For the purpose of the Code:

2.1.1. “Act” means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.

2.1.2. “Board” means the Board of Directors of SCML.

2.1.3. “Code” means this Code of Conduct for Prevention of Insider Trading in the Securities of SCML, as amended by the Board from time to time.

2.1.4. “Company” or “SCML” means Standard Capital Markets Limited.

2.1.5. “Compliance Officer” is as defined under the Regulations.

2.1.6. “Designated Person” will include the following:

- 1) The Promoter of the Company;
- 2) All persons forming a part of the promoter group of the Company;
- 3) Members of the Board of Directors of the Company including, executive or non-executive or independent directors;
- 4) Chief Executive Officer;
- 5) Chief Financial Officer;
- 6) Vertical heads;
- 7) Financial Controller;
- 8) Head – Investor Relations;

9) Company Secretary and Secretarial Team;

10) Two levels below CEO/MD/JMD;

11) Any other employee of SCML or its material subsidiary, designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in SCML and the extent to which such person may have access to Unpublished Price Sensitive Information.

2.1.7. "Director" means a member of the Board of the Company.

2.1.8. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.

2.1.9. "Immediate Relatives" with respect to any person, means the spouse of a person, and includes, parents, siblings, and children of such person or of the spouse (whether minors or adults) who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

2.1.10. "Regulations" means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended.

2.1.11. "SEBI" means Securities and Exchange Board of India.

2.1.12. "Securities" means the securities issued by BLS listed on Stock Exchange from time to time.

2.1.13. "Stock Exchange" mean the stock exchanges where any Securities of SCML are listed.

2.1.14. "Trading" or "Trade" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in Securities, including without limitation (a) selling of vested and exercised ESOPs, by any person either as principal or agent or (b) creating or revoking a pledge or any security interest over the Securities.

2.1.15. "Trading Day" means a day on which the Stock Exchange is open for Trading

2.1.16. "Trading Plan" has the meaning ascribed to in Clause 6.

2.1.17. "Trading Window" has the meaning ascribed to it in Clause 7.1.

2.1.18 "Unpublished Price Sensitive Information" or "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 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, Demergers, acquisitions, delisting, disposal and expansion of business and such other transactions;

v Changes in Key Managerial Personnel;

vi Material events in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vii Any other event as may be notified by the Company from time to time. Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

2.2. All terms used in the Code, but not defined above shall have the meanings ascribed to them in the Act or the Regulations, as the case may be.

2.3. Interpretation In this Code, unless the context otherwise requires:

2.3.1. headings and underlining are for convenience only and shall not affect the interpretation or construction of this Code or any provisions contained herein.

2.3.2. words importing the singular shall include the plural and vice versa; and words importing either gender shall include the other.

3. Responsibilities of Designated Persons and their Immediate Relatives

3.1. Preservation of Unpublished Price Sensitive Information

3.1.1. All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information. To this end, no Designated Person shall:

- i. pass on Unpublished Price Sensitive Information to any person; or
- ii. disclose Unpublished Price Sensitive Information to their Immediate Relatives and any other person; or
- iii. discuss Unpublished Price Sensitive Information in public places where others might overhear; or
- iv. disclose Unpublished Price Sensitive Information to any other Designated Person or any other person who does not need to know the information to do his or her job; or
- v. give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information

3.2. Need to Know

While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

3.3. Restrictions on Designated Persons and their Immediate Relatives

3.3.1. No Designated Person, their Immediate Relatives shall –

- i. Communicate, provide, or allow access to any Unpublished Price Sensitive Information;
- ii. Procure from or cause the communication by any other person of Unpublished Price Sensitive Information;
- iii. either on his own behalf, or on behalf of any other person, Trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan. Such prohibition shall include Trades undertaken through portfolio management schemes, whether discretionary or non-discretionary;
- iv. advise any person to Trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counselling.

Explanation 1: It is clarified that when any of the abovementioned persons trades in securities of SCML while in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his / her possession.

Explanation 2: It is further clarified that such communication, procurement or allowing access can be made in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Provided that for the purposes of the Code, Trading and advising any person to Trade by an Immediate Relative of a Designated Person shall be deemed to have been done by the concerned Designated Person and such Designated Person shall be liable to comply with all the provisions of the Code as may be applicable to such trading and advice. The Designated Person shall ensure that the Immediate Relative complies with all the provisions of this Code. Nothing contained herein shall preclude the Immediate Relative to Trade in the Securities of SCML in the ordinary course of business without being in possession of Unpublished Price Sensitive Information.

3.3.2. Each Designated Person and their Immediate Relatives shall ensure that their respective wealth managers, portfolio managers or similar persons do not Trade in the Securities of SCML on behalf of any Designated Person, unless such Designated Person is permitted to Trade in the Securities of SCML in accordance with this Code.

3.4. Declaration required from all Designated Persons

3.4.1. All Designated Persons of the Company shall declare to the Compliance Officer, his/her shareholding in SCML and the shareholding of his/her Immediate Relatives in SCML in the format prescribed in **FORM A**.

3.4.2. Any other person, upon being designated by the Compliance Officer as a Designated Person or joining the company as a Designated Person shall within 7 (seven) calendar days declare to the Compliance Officer, his/her shareholding in SCML and the shareholding of his/her Immediate Relatives in SCML in the format prescribed in **FORM B**.

4. Trading Window

4.1. The Company shall specify a trading period for trading in the Securities ("Trading Window").

4.2. All Designated Persons or their Immediate Relatives shall conduct all their trading in the Securities only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

4.3. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the following periods:

4.3.1. closed from 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 (two) calendar days after the declaration of the respective Financial results (quarterly, half-yearly and annual); and

4.3.2. inter alia be closed 2 (two) calendar days prior to and 2 (two) calendar days after:

i. any intended announcements regarding amalgamation, mergers, takeovers and buy-back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,

ii. any changes in policies, plans or operations of the Company that could have a material impact on its financial performance

4.4. The Trading Window shall be closed when the Compliance Officer or the Board determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information and shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 (forty-eight) hours after the Unpublished Price Sensitive Information is made public.

4.5. Despite the Trading Window being open, Designated Persons or their Immediate Relatives would only be allowed to Trade subject to the conditions specified in Clause 5 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

4.6 The restriction on trading window shall not be applicable in the following circumstances :

a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulations and both parties had made a conscious and informed trade decision

b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Regulations and both parties had made a conscious and informed trade decision; Provided the transaction mentioned in sub-clauses (a) and (b)

above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Regulations.

c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

e. the trades were pursuant to a trading plan set up in accordance with Clause 6 above f. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 8 and compliance with the respective regulations.

g. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer

5. Pre-clearance of transactions in Securities

5.1.1. All Designated Persons who (or who's Immediate Relatives) intends to Trade in the Securities in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 5,00,000/- (Rupees Five Lakhs) for the Securities should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the trading window is open.

5.1.2. Any Designated Person or his/her Immediate Relatives who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

5.2. Procedure for the purpose of obtaining a prior approval to a transaction

The Designated Person should make an application (for his/her trading or the trading of his/her immediate relative), to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, and other documents/papers as may be prescribed by the Compliance Officer from time to time, in the prescribed form.

5.3. Approval

5.3.1. The Compliance Officer shall consider the application made as above and shall approve it unless he/she is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the Regulations or the Act or any other law in force at that time.

5.3.2. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

5.3.3. Every approval letter shall be in such format as may be prescribed by the Company from time to time.

5.3.4. The Compliance Officer shall convey his decision to the Designated Person or his Immediate Relative, as the case may be, within 2 (two) Trading Days of receipt of the application. If the Compliance Officer does not respond within 2 (two) Trading Days, it shall be deemed to be a rejection of the application.

5.3.5. Every approval shall be dated and shall be valid for a period of 7 (seven) calendar days or such lesser period as prescribed in the approval.

5.3.6. All transactions involving the Compliance Officer shall be approved by the Board.

5.3.7. In case any such person procures or comes in possession of Unpublished Price Sensitive Information before execution of the Trade during the subsistence of the pre-clearance sought in accordance with this clause 8.3, such person shall refrain from executing the Trade.

5.4. Completion of approved transaction

5.4.1. All Designated Persons and his Immediate Relative shall ensure that they complete execution of every approved transaction in the Securities as provided in Clause 5.1 within the expiry of the approval period and send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in such format as may be prescribed by the Company from time to time.

5.4.2. If a transaction is not executed within the approval period, the Designated Person or his Immediate Relative must apply to the Compliance Officer for pre-clearance of the transaction, if they intend to transact again.

5.5. Advice regarding Pre-Clearance

In case of doubt, Designated Persons and their Immediate Relatives shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this Clause 5 are applicable to any particular proposed transaction in the Securities.

5.6. Reporting and Disclosure

5.6.1. The Compliance Officer shall place before the Board and the Chairman of the Audit Committee, on a quarterly basis, all the details of the trading in the Securities of the Company done by the Designated Persons or their Immediate Relatives under Clause 5.4 together with the accompanying documents that such persons had executed under the pre- approval procedure as outlined above.

5.6.2. The Company shall be entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by Designated Persons or their Immediate Relatives to the Compliance Officer in accordance with the Code.

6. Penalty for Contravention

6.1. Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

6.2. Any person who violates this Code shall be deemed to be in violation of the Company's Code of Conduct, Integrity Policy, the penalty for which shall be decided as per the discretion of the Compliance Officer after discussion with the Audit Committee, where necessary and whether the violation was Intentional or unintentional.

6.3. For a transaction involving the Chairman of the Company, the Chairman of the Audit Committee shall decide the penalty and whether the violation was intentional or unintentional.

6.4. Besides the above stated penalties, sanctions such as, wage freeze, suspension, recovery, and clawback may also be imposed on the Designated Person who has violated any of the provisions of this Code or the Regulations.

6.5. Where necessary, the Company shall inform SEBI and any other applicable regulatory authority for any instances of violation of this Code or the Regulations which comes to the Company's knowledge. In addition to the action taken by the Company, the Designated Person or his/her Immediate Relatives who has violated the provisions of this Code shall provide any information required by and comply with any order passed by SEBI or other regulatory authorities under any other applicable laws/rules/regulations.

7. Interpretation or clarification In case any difficulty or doubt arises in the interpretation of the Code, the matter shall be referred to the Board and their decision shall be final and binding. If the issue involves any act or matter involving the Chairman, the Chairman of the Audit Committee shall decide upon such issue.

8. Disclosure by Designated Persons

8.1. Initial disclosure

Designated Persons are required to disclose the following information on a one-time basis:

- i. The names of the educational institution from which such Designated Person has graduated;
- ii. Name of the past employers of such Designated Person.

8.2. Continual disclosure

(i) All Designated Persons shall disclose the name, Permanent Account Number and mobile number used by the following persons:

a. their Immediate relatives;

b. Persons with whom such Designated Person(s) share a material financial relationship, where 'material financial relationship' refers to a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

Explanation: It is clarified that the abovementioned information must be shared on an annual basis and also as and when the said information changes.

(ii) All Designated Persons and their Immediate Relatives shall disclose the number of securities acquired or disposed of within 2 (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 Rs. 5,00,000/- (Rupees Five Lakhs).

8.3. Extension of Disclosure

The disclosures requirements under this Clause 8.2(ii) would be required to be made irrespective of the transaction being pre-approved pursuant to Clause 5.

9. Disclosure by Company to Stock Exchanges

The Company, within 2 (two) Trading Days of receipt of information received in terms of Clause 8.2(ii) above shall disclose to all stock exchanges on which Securities are traded.

10. Action in case of default

Any contravention of this Code and the Regulations shall be dealt with in accordance with the Act.

11. Others

11.1. The Board and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. Any major modification to the Code will require authorization by the Board.

11.2. Any suspected violation or leak of unpublished price sensitive information or violation of the code can be reported under whistle blower mechanism

11.3. Retaliation for reporting suspected violations is strictly prohibited under this Code. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.