
**POLICY & CODE OF CONDUCT ON INSIDER TRADING
BY INSIDER AND DESIGNATED PERSONS**

1. Purpose

- 1.1. Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, stipulates 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shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information.
- 1.2. Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 requires a Code of conduct to regulate, monitor and report trading by its employees and other connected persons.
- 1.1. This policy intends to set a standard principal & procedures for use of undisclosed price sensitive information including procedure of disclosure thereof and trading of shares of Company by insider.

2. Definition & Interpretation:

In this policy (including any recitals, annexure, schedules or exhibit attached thereto), except where the context otherwise requires, the following words and expressions shall have the following meaning:

- 2.1. "Act" means The Companies Act, 2013.
- 2.2. "Company" means OK Play India Limited
- 2.3. "Compliance Officer" means a Compliance Officer appointed under this policy in compliance of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 2.4. "Connected person" means:

OK PLAY INDIA LIMITED

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(i) any person who is or has during the six months prior to the concerned act been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- (a) an immediate relative of connected persons specified in clause (i); or
- (b) a holding Company or associate Company or subsidiary Company; or
- (c) an intermediary as specified in Section 12 of the SEBI Act, 1992 or an employee or director thereof; or
- (d) an investment Company, trustee Company, asset management Company 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 the Company; or
- (j) a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest;

2.5. "Price-sensitive Information" means any information which relates, directly or indirectly, to the Company and which if published is likely to materially affect the price of securities of the Company.

2.6. "Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information.

- 2.7. "Insider regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 2.8. "insider trading" means—
(i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of the Company either as principal or agent if such director or key managerial personnel or any other officer of the Company is reasonably expected to have access to any non-public price sensitive information in respect of securities of Company; or
(ii) an act of counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;
- 2.9. "Immediate relative" means a 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.
- 2.10. "Takeover Code" means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
- 2.11. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 2.12. "Trading day" means a day on which the recognized stock exchanges are open for trading.
- 2.13. "Trading Plan" means a trading plan given by the subjects under Clause 7 of this policy.
- 2.14. "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: –

- a) financial results;
- b) dividends;
- c) change in capital structure; mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- d) changes in key managerial personnel; and
- e) Change in the general character or nature of business
- f) Disruption of operations due to natural calamity
- g) Commencement of Commercial Production/Commercial Operations
- h) Developments with respect to pricing/realization arising out of change in the regulatory framework
- i) Litigation/dispute with a material impact
- j) Revision in Ratings
- k) Any other information having bearing on the operation/performance of the Company as well as price sensitive information, which includes but not restricted to:
 - Issue of any class of securities.
 - Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement,
 - spin off or selling divisions of the Company, etc.
 - Change in market lot of the Company's shares, sub division of equity shares of Company
 - Voluntary delisting by the Company from the stock exchange(s)
 - Forfeiture of shares,
 - Any action, which will result in alteration in, the terms regarding
 - Redemption/cancellation/retirement in whole or in part of any securities issued by the Company.
 - Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad.
 - Cancellation of dividend/rights/bonus, etc.

2.15. 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 there under shall have the meanings respectively assigned to them in those legislation.

- 2.16. Headings to clauses, sub clauses and paragraphs are for information only and shall not form part of the operative provisions of this Policy or the Annexure and shall be ignored in construing the same.
- 2.17. Reference to days, months and years are to English days, months and financial years respectively.
- 2.18. Any reference in this Policy to any statute or statutory provision shall be construed as including a reference to that statute or statutory provision as from time to time amended modified extended or re-enacted whether before or after the date of this Policy and to all statutory instruments orders and regulations for the time being made pursuant to it or deriving validity from it.

3. Key Principals

- 3.1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.3. 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company.
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed

opinion that the proposed transaction is in the best interests of the Company 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.

PROVIDED THAT board of directors shall require the parties to execute parties 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 this Para and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3.4. All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

3.5. No director of the Company or any of its key managerial personnel shall buy in the Company, or in its holding, subsidiary or associate Company—

(a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or

(b) a right, as he may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

3.6. For protection of misuse of the unpublished price sensitive information, all departments shall enter into a non disclosure policy and undertaking before entering into any business discussion with the vendors/ suppliers. Vendor/ Supplier shall give and undertaking and information as specified in the Vendor Registration form.

3.7. No insider/ Designated Persons shall enter into any contract for sale supply / mortgage of the securities of the Company unless he submits to the Compliance officer a trading plan as per Para 7 of this policy.

- 3.8 Company shall not enter into any transaction of Sale/ purchase/ provisioning of goods, sale/ supply of services unless it is in the approved list of vendors. (for details see Vendor Approval Policy of Company available at www.okplay.in)

4. Trading when in possession of unpublished price sensitive information

- 4.1. No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information;

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: -

- (i) the transaction is an off-market inter se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of confidentiality and both parties had made a conscious and informed trade decision;
- (ii) in the case of non-individual insiders
 - a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
- (iii) The trades were pursuant to a trading plan set up in accordance with this policy.

5. Designated Persons:

- 5.1. The Board of Directors identifies the following departments, their functional head and employees covered under those departments up to the level of trainees as designated persons to be covered for adherence of this policy:
- a) All directors and their immediate relative.
 - b) Employees working under Company Secretarial & Legal Department and their immediate relative.
 - c) Employees working Finance and Accounts Department and their immediate relative.
 - d) Departmental Head of Marketing & Strategies, Sales, Production Human Resource and their immediate relative.
 - e) Statutory Auditors, Secretarial Auditors, Internal Auditors and employees working there under.

6. Trading in the shares of the Company by designated persons

- 6.1. For all Designated Persons, all trading in the securities of Company (other than Trading as per trading plan under Clause 6 of this policy) must be pre-cleared by Compliance Officer.
- 6.2. Trading in the shares of the Company by Designated Persons shall be allowed subject to the compliance with other requirement of this policy and approval of Compliance officer between 3rd day of publication of Quarterly results and up to 19th Day of last month of next quarter.
- 6.3. The Company shall specify a trading period, to be called "Trading Window", for trading in the Company's securities. The trading window shall be closed during the time the unpublished price sensitive information referred to be un-published and two days of the publication of the same on the Stock Exchanges and other medium of dissemination of information.
- 6.4. When the trading window is closed, the directors, officers and designated employees shall not trade in the Company's securities in such period.
- 6.5. The trading window shall be, inter alia, closed at the time of:-

- a) Declaration of Financial results (quarterly, half-yearly and annual)
- b) Declaration of dividends (interim and final)
- c) Issue of securities by way of public/ rights/bonus etc
- d) Any major expansion plans or execution of new projects
- e) Amalgamation, mergers, takeovers and buy-back
- f) Disposal of whole or substantially whole of the undertaking
- g) Any changes in policies, plans or operations of the Company
- h) Such other events or circumstances as may be notified by the Compliance Officer

Apart from as specified herein, the time for commencement of closing of trading window shall be decided by the Company.

- 6.6. Compliance officer shall from time to time inform about the opening and closing of trading window. Designated Persons shall be allowed to trade in the securities of Company when trading window is declared to be opened. However 2 days prior approval of Compliance officer is required before such trading.
- 6.7. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. The Board of directors in the meeting of has decided the threshold limit of 500 shares. No designated person shall apply for pre clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. All pre-cleared trades by Compliance Officer have to be executed by the designated person within 7 days failing which a fresh approval of Compliance officer shall be taken.
- 6.8. No contra trade shall be allowed within 6 months of the preclearance of trade by compliance officer. If contra trade has been executed within 6 months of preclearance of 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the SEBI Act, 1992.

7. Trading Plans

- 7.1 An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 7.2. Such trading plan shall:
- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading days prior to the last day of any financial period for which results are required to be announced by the Company of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse
- 7.3. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 7.4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such

unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of .

- 7.5. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8. Appointment of Compliance Officer:

- 8.1. The Board of Directors shall appoint a senior officer and designate him as Compliance Officer. Compliance Officer must be is financially literate and capable of appreciating requirements for legal and regulatory compliance under Insider regulations.
- 8.2 The Board of Directors has designated Company Secretary as ex officio Compliance Officer of the Company under this policy.
- 8.3. Compliance Officer shall report to the board of directors periodically.
- 8.4. Compliance officer 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 the codes specified in these regulations under the overall supervision of the board of directors of the listed Company or the head of an organization, as the case may be.
- 8.5. Compliance Officer shall act as administrator & monitoring person for adherence of this policy and practices and procedures contained herein for fair disclosure of unpublished price sensitive information. Compliance Officer shall promptly inform practice and procedures of this policy and every amendment thereto to the stock exchanges where the securities are listed.
- 8.6. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.
- 8.7. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre clearance is not in possession

of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

8.8. Compliance Officer can be contacted at

Mr. Triloki Verma
124, New Manglapuri, New Delhi-110030
Email: triloki.verma@okplay.in
Contact No-011-46190000 Ext-202

9. Disclosure and Intimation

- 9.1. Every promoter, key managerial personnel and director of shall disclose his holding of securities of the Company as on 15th May, 2015, to Compliance Officer up to closing hours of 14th June, 2015.
- 9.2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to Compliance Officer within seven days of such appointment or becoming a promoter.
- 9.3. Every promoter, employee and director of Company shall disclose to the Company the number of such securities 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 or such other value as may be specified.
- 9.4. Compliance Officer 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.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Para 9.3.

- 9.5. Company shall its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations. Board has decided that every promoter, key managerial personnel and director of shall disclose his holding of securities of the Company as on 31st March of every year, to the Company up to closing house of 30th April every year to Chief Investor Relations Officer.

10. Information to SEBI in case of violation

- 10.1. In case it is observed by the Company/Compliance Officer/ Chief Investor Relation Officer that there has been a violation of Insider Regulations, 2015, SEBI shall be informed by the Company.

11. Penalties

- 11.1. Failure to provide disclosure to the Company as required under this policy shall lead to the blocking of the salary and other outstanding till the time when disclosures are made.
- 11.2. As per Section 195 of Companies Act, 2013, If any person indulges into insider trading, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.
- 11.3. As per Section 15G of SEBI Act, 1992 If any insider who,—
- (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or
 - (ii) Communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
 - (iii) Counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty which shall not be less than ten lakhs rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

- 11.4. If a director or any key managerial personnel of the Company contravenes the provisions of Para 3.5 of this policy, such director or key managerial personnel shall be punishable with imprisonment for a term which may extend to two years or with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees, or with both.

For OK Play India Limited

Rajan Handa
Managing Director
(DIN-00194590)