



Date: 14.05.2021

To,
Bombay Stock Exchange Limited,
1st Floor, PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

Scrip Code: 538646 / Scrip ID: QGO

Subject: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the QGO Finance Limited ("the Company").

Dear Sir/Ma'am,

With reference to the captioned subject, we wish to inform you that Board of Directors of the Company at its meeting held through Video Conferencing on May 14, 2021, at A-514, TTC Industrial Area, Mahape, Navi Mumbai-400701 approved and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code for Fair Disclosure') under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Accordingly, in terms of Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, we hereby enclose the Code for Fair Disclosure for your information.

Kindly acknowledge the receipt.

Thanking You,

For and on behalf of QGO Finance Limited

A handwritten signature in blue ink, appearing to be 'Urmi Mohan Joiser', is written over a blue circular stamp.

Urmi Mohan Joiser
Company Secretary & Compliance Officer
Membership No: A63113

Encl.: As below



CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1) OBJECTIVE

The Board of Directors of QGO Finance Limited (“the Company”) has laid down this policy for Fair Disclosure and Conduct.

2) DEFINITION

Words and expressions used and not defined herein but defined in Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and immediate relatives of Designated Persons in the securities of QGO Finance Limited, as amended from time to time shall have the meanings respectively assigned to them in those legislation.

3) DISCLOSURE OF PRICE SENSITIVE INFORMATION

- a. Disclosure / dissemination of any Unpublished Price Sensitive Information (‘UPSI’) shall be done promptly by the Compliance Officer, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it Generally Available.
- b. The Compliance Officer shall ensure uniform dissemination / disclosure of UPSI, so as to avoid selective disclosure (except legitimate purpose).
- c. 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.



4) Structured Digital Database

The Company will maintain an electronic record containing the name, PAN / any other identifier authorized by law (in case PAN is not available) and such other details of persons who shared the information and name, PAN / any other identifier authorized by law (in case PAN is not available) and such other details of such person with whom UPSI is shared and the nature of UPSI. Such databases shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Heads of the departments / functions and / or Designated Persons who share UPSI for legitimate purposes will be responsible for reporting the aforementioned details as per Insider Trading Regulations from time to time, in the Digital Database to the Compliance Officer.

5) PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

The Compliance Officer shall under guidance of Managing Director or Chief Executive Officer shall give an appropriate, fair and prompt response to the queries, rumours or requests by regulatory authorities.

As and when necessary, the Compliance Officer shall under guidance of the Managing Director or Chief Executive Officer shall make appropriate public announcements with respect to market rumours.

The Compliance Officer shall make a prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information Generally Available.

6) SHARING OF UPSI FOR LEGITIMATE PURPOSE

- a. Notwithstanding anything contained in this Code, the UPSI may be shared by Compliance Officer or any appropriate authority of the Company in this behalf, only for legitimate purpose (s) which shall include the following:
 - i. Sharing of UPSI in the ordinary course of business by an Insider, Designated Person, Nodal Officer or by any Authorised Person with



existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

- ☐ Sharing of UPSI where such communication is for performance of duties.
- ☐ Sharing of UPSI towards discharge of legal obligations.
- ☐ Sharing of UPSI for any other purpose as may be prescribed under the applicable law for the time being in force.

Provided that such sharing should not be carried out to evade or circumvent the prohibition of SEBI (Prohibition of Insider Trading) Regulations, 2015.

- b. 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, Legitimate purpose shall, inter-alia, include the following purposes:
- i. Contractual Obligation
 - ii. Business Strategy and Corporate Action
 - iii. Operational efficiency
 - iv. Regulatory Obligation
 - v. Need based specific purposes

7) 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 for Prevention of Insider Trading” 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 the recipient aware that the information shared is or would be UPSI.



- ii. To make aware to the recipient the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- iii. To instruct recipients 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 recipients to be in compliance with applicable provisions of PIT Regulations.

8) RESPONSIBILITY OF THE RECIPIENT OF UPSI

- a. To maintain and keep secret and confidential the information received.
- b. To use the confidential information only for the legitimate purpose.
- c. To disclose the confidential information to any other person strictly on a need to know basis; and
- d. To safeguard the UPSI with the same degree of care to avoid unauthorised disclosure as the receiving party uses to protect its own confidential information, but in no case less than reasonable care.
- e. To ensure compliance with applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

9) DOCUMENT CONTROL

This policy was adopted vide resolution passed by the Board on 29th March 2019

This policy was amended vide Board resolution passed on 14th May 2021