

**INFOMEDIA CODE TO REGULATE, MONITOR AND REPORT TRADING BY
INSIDERS**

Infomedia Press Limited

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1. Introduction:

- 1.1 Insider Trading means dealing in securities of a company by its directors, employees and other insiders while in possession of Unpublished Price Sensitive Information (UPSI). Insider Trading results in a select few reaping profits or avoiding losses on the dealings in securities of the company while they are in possession of UPSI at the cost of other stakeholders. It is an offence punishable under law.
- 1.2 The Securities and Exchange Board of India vide its notification dated January 15, 2015 repealed The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'the Regulations') to deal with Unpublished Price Sensitive Information and to regulate, monitor and report trading by insiders in securities that are listed or proposed to be listed on a stock exchange in India.
- 1.3 In compliance with the Regulations, Infomedia Press Limited (hereinafter referred to as 'Infomedia' or 'the Company') has formulated a Code to Regulate, Monitor and Report Trading in its Securities by Directors, Employees and other Insiders for observance (hereinafter referred to as '**the Code**').

2. Scope:

- 2.1 This Code applies to all persons who are "Insiders" as per the definition given in Clause 3.6 of this Code. The Insiders are advised not to trade in the securities of the Company while in possession of Unpublished Price Sensitive Information.

It is important for 'Insiders' to read and understand the Regulations completely to acquaint themselves with the obligations set out therein.

3. Terms and References as used in the Code:

3.1 *'Compliance Officer'* means the Company Secretary of the Company, designated so and reporting to the Board of Directors of the Company and include such other person acting or appointed as such under this Code.

For the period when the Compliance Officer for the time being is not present, or he is on leave, the Manager of the Company and in its absence Chairman/ Chief Executive Officer of the Company would nominate a person to act as 'Compliance Officer' during such period, as may be required.

3.2 *'Connected Person'* shall have the meaning given to it under Regulation 2(1)(d) of the Regulations, 2015.

3.3 *'Designated Persons'* means, Directors of the Company, Key Managerial Personnel, heads of divisions and such other persons identified and notified by the Compliance Officer on the basis of their role and function who would have access to Unpublished Price Sensitive Information in addition to seniority and professional designation, as per the provisions of the Regulations, from time to time.

3.4 *'Generally Available Information'* means information that is accessible to the public on a non-discriminatory basis and includes information that is published on the website of the BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed.

3.5 *'Immediate Relative'* means the spouse of the Designated Person, and includes parent, sibling and child of such Designated 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.

3.6 *'Insider'* means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information.

3.7 *'Key Managerial Personnel'* means key managerial personnel as defined in Section 2(51) of the Companies Act, 2013.

- 3.8** *'Pre-clearance of Trade'* means prior approval for Trading in the Securities of the Company.
- 3.9** *'Promoter'* means the Promoter of the Company as declared by the Company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the provisions of the Listing Agreement.
- 3.10** *'Securities'* include, shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature and derivatives.
- 3.11** *'Stock Exchanges'* represents National Stock Exchange of India Limited and BSE Limited, where equity shares and debentures of the Company are at present listed.
- 3.12** *'Trading Day'* means a day on which Stock Exchanges are open for trading.
- 3.13** *'Trading Window Close Period'* means:
- (a) the period commencing from the time of announcement of the Board of Directors meeting for consideration of all matters which are deemed to be 'Unpublished Price Sensitive Information' and ending 48 hours after the public announcement of the decision taken by the Board of Directors of the Company; or
 - (b) such other period as may be notified by the 'Compliance Officer' from time to time under the authority of the Chairman / Managing Director / Manager.
- 3.14** *'Trading Window'* means a notional trading window used as an instrument of monitoring Trading by the Designated Persons and their Immediate Relatives.
- 3.15** *'Trading'* means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, including pledging of the Securities of the Company. Exercise of ESOPs shall not be considered as Trading except for the purpose of Chapter III of the Regulations, 2015, viz., Disclosures of Trading by Insiders. However, other provisions of the Regulations, 2015 shall apply to the sale of shares so acquired.

3.16 'Unpublished Price Sensitive Information' means any information, relating to the Company or its securities, listed or proposed to be listed, 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;
- (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (e) changes in Key Managerial Personnel; and
- (f) material events in accordance with the listing agreement / regulations, amended from time to time.

Words and expressions used herein but not defined in this Code shall have the same meaning as contained in Regulations, 2015 or the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations thereunder or any statutory modification(s) or re-enactment thereof for the time being in force.

4. The Code:

4.1 Responsibilities of Compliance Officer

- 4.1.1 The Compliance Officer shall set forth policies in relation to the implementation of the Code and the Regulations, 2015 in consultation with the Board / Audit Committee.
- 4.1.2 The Compliance Officer shall prescribe procedures for various activities referred to in the Code.
- 4.1.3 The Compliance Officer shall comply with the policies and procedures referred to hereinabove.
- 4.1.4 The Compliance Officer shall adhere to the rules for the preservation of Unpublished Price Sensitive Information.
- 4.1.5 The Compliance Officer shall maintain a record of the Designated Persons and their Immediate Relatives and all changes made in the list of the above mentioned persons.

- 4.1.6 The Compliance Officer shall, as set out in the Regulations, 2015, maintain records of all the declarations in the appropriate form submitted to the Company by the Insiders and submitted to the Stock Exchanges by the Company.
- 4.1.7 The Compliance Officer may grant approval for pre-clearance to trade, waiver for contra trade, etc., to the Designated Persons for Trading in the Company's Securities by them / their Immediate Relatives and shall monitor such Trading.
- 4.1.8 The Compliance Officer shall assist all the Designated Persons in addressing any clarification regarding the Regulations and this Code.
- 4.1.9 **Determination of Trading Window Close Period**
- a. The Compliance Officer shall determine 'Trading Window Close Period' and shall notify the same to the Designated Persons and their Immediate Relatives (through the Designated Persons) in relation to such Securities of the Company, as may be decided by the Compliance Officer.
 - b. The timing for re-opening the Trading Window shall be determined by the Compliance Officer taking into account various factors including Unpublished Price Sensitive Information in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes Generally Available.
 - c. The notice for 'Trading Window Close Period' shall be notified by the Compliance Officer to the Designated Person and their Immediate Relatives (through Designated Person) through email and for other Insiders including persons having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc, assisting or advising the Company, by way of public advertisement in the newspapers and Stock Exchanges website.
- 4.1.10 The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the

Audit Committee of the Company, on a quarterly basis, all the details of Trading in the Securities of the Company by the Designated Persons and their Immediate Relatives and details of declarations submitted by the Insiders to the Company and submitted to the Stock Exchanges by the Company.

4.2 Responsibilities of an Insider

- (a) No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information relating to the Company including by way of making a recommendation for the purchase or sale of 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.
- (b) 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.
- (c) No Insider shall trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

4.2.1 Limited access to Unpublished Price Sensitive Information:

- a. An Insider who seeks any Unpublished Price Sensitive Information (which is generally not required during the course of discharging his duties), such Insider should obtain the prior approval of the Compliance Officer by making an application containing reasons for seeking such information.
- b. Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files shall have adequate security of login and password, etc.

4.3 Responsibilities of Designated Persons

4.3.1 Trading Restriction:

The Designated Persons, whom the notice has been sent by the Compliance Officer, and their Immediate Relatives shall not trade in the Security(ies) and/or pledge the Security(ies) so notified during the 'Trading Window Close Period'. This will also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc, assisting or advising the Company.

4.3.2 Pre-clearance of transactions when trading window is not closed:

- a. The Designated Persons and their Immediate Relatives (through the Designated Persons) who intend to trade in the Security(ies), including pledging the Security(ies), of the Company, when the 'Trading Window' is not closed, exceeding Rs.10 lakh in market value terms, whether in one transaction or a series of transactions over any calendar quarter, shall apply in the Form (**Form 1.1**) prescribed, with the necessary declarations and undertakings, to the Compliance Officer for Pre-clearance of Trade.

It is hereby clarified that the value of Securities traded will include the aggregate of purchases as well as sale of Securities of the Company.

Exercise of ESOPs shall not be considered as Trading. However disclosure as prescribed in clause 4.3.5 have to be submitted

- b. No such person shall apply for pre-clearance of any proposed trade, as aforesaid, if such person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.
- c. The Compliance Officer (and in his absence the person nominated by the Managing Director of the Company) shall grant approval or reject the application within two Trading

Days of receipt of the application for pre-clearance in **Form 1.2**.

- d. Such persons shall execute the trade for which pre-clearance has been obtained within seven Trading Days of such approval. The details of the executed trade shall be communicated to the Compliance Officer in the prescribed form (**Form 1.3**), within two Trading Days thereof.
- e. In case, the person is unable to execute the trade within seven Trading Days after the approval, the person should report, his decision not to trade, to the Compliance Officer in the prescribed form (**Form 1.4**) and seek fresh approval as mentioned under clause (a), if required.
- f. Pre-clearance, if any, required by the Compliance Officer, shall be obtained from the Chairman or Managing Director or Manager or Chief Executive Officer of the Company and the above provisions shall apply accordingly.
- g. ***The Pre-clearance granted would, however, become void with immediate prospective effect if a Trading Window Close Period is notified during the validity of the pre-clearance (See Clause 4.3.1).***

4.3.3 Minimum holding period

- a. Designated Persons and their Immediate Relatives who trade in the Securities of the Company, shall not enter into a contra transaction during the next six months following the prior execution of trade i.e. if the Designated Persons and their Immediate Relatives buy any Securities they should not sell any Securities for the next 6 months and vice versa. However, the minimum holding period is not applicable for shares acquired under ESOP. This restriction is also not applicable for participating in buy-back offers, open offers, rights issues, FPOs, bonus, etc., of the Securities of the Company.
- b. The Designated Persons and their Immediate Relatives (through the Designated Persons) shall make an application to sell the Securities acquired, other than those acquired under ESOP, in the prescribed form (**Form 1.5**), to the

Compliance Officer for granting relaxation of the minimum holding period of six months by providing proper justification for seeking such relaxation.

The restriction of minimum holding period of six months shall not apply to participating in buy-back offers, open offers, rights issues, FPOs, bonus, etc., of the Securities of the Company,

- c. The Compliance Officer (in his absence the person nominated by the Managing Director) shall grant approval or reject the application within two Trading Days of receipt of the application for granting relaxation of minimum holding period in **Form 1.6**.
- d. In case the relaxation of the minimum holding period of six months is sought by the Compliance Officer, application shall be made to the Chairman or Managing Director or Manager or Chief Executive Officer.
- e. Key Managerial Personnel and Directors of the Company are prohibited from entering in to forward dealings in the Securities of the Company.

4.3.4 Trading plans

- a. The Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan, to plan for trades to be executed during a period of not less than 12 months, and submit it to the Compliance Officer for approval and thereafter for public disclosure pursuant to which trades may be carried out on behalf of such person in accordance with such plan.
- b. The Compliance Offer shall review such trading plan and ensure that the trading plan does not violate any of the provisions contained in the Regulations, 2015.
- c. The Compliance Officer shall grant approval or reject the trading plan within two Trading Days of receipt of such trading plan, disclose the same to the Stock Exchanges and monitor its implementation.

- d. Such trading plan once approved, as aforesaid, is irrevocable and such Designated Persons and their Immediate Relatives shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities of the Company outside the scope of the trading plan.
- e. The implementation of the trading plan shall not be commenced by the Designated Persons and their Immediate Relatives, if any Unpublished Price Sensitive Information in his/her possession at the time of formulation of the plan has not become Generally Available at the time of commencement of implementation of such plan.
- f. In such event, as aforesaid, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.
- g. The Designated Persons and their Immediate Relatives, shall ensure:
 - i. that trading on his/her behalf shall not commence earlier than six months from the date of submission of trading plan to the Stock Exchanges;
 - ii. not to trade for the period between the twentieth trading day prior to the last day of any financial period for which results are to be announced by the Company and 48 hours after disclosure of such financial results.

4.3.5 Disclosures required to be submitted

Disclosures to be submitted to the Compliance Officer are as detailed below:

- a. Each Designated Person is required to sign and return to the Compliance Officer an undertaking to comply with the Code. The form of the undertaking is attached as Annexure I.
- b. An initial disclosure of the total number of Securities of the Company held by the Promoter and the Designated

Persons, in the prescribed form (Form A), within 30 days from May 15, 2015.

- c. An initial disclosure of the total number of Securities of the Company held by the Promoter and the Designated Persons, in the prescribed form (Form B), within 7 days of becoming a Promoter and the Designated Person.
- d. Details of Immediate Relatives and their PAN, holding of Securities to be disclosed by the Promoter and the Designated Persons. They also have to ensure that information of any change in Immediate Relatives is informed to the Compliance Officer within 7 days of such change.
- e. Disclosure, in the prescribed form (Form C), to be made by every Promoter and the Designated Persons and the Immediate Relatives of all of the above, 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. The Compliance Officer shall submit such disclosure to the Stock Exchanges within two trading days from the date of receipt of such disclosure in **Form 1.7**.

It is hereby clarified that the value of Securities traded will include the aggregate of purchases as well as sale of Securities of the Company, including Securities allotted under ESOPs and arising out of participation in buy-back offers, open offers, rights issues, FPOs, bonus, etc., of the Company.

The Designated Person shall communicate to the Compliance Officer the details of the Trading in Securities of the Company in the prescribed form (**Form 1.3**), within two Trading Days thereof.

- f. Half-yearly disclosure, in the prescribed form, by Key Managerial Personnel, Directors, Designated Persons and their Immediate Relatives furnishing details of trades executed in the Securities, if any, during the half-year by

them and their Immediate Relatives within 30 days of the end of each half-year i.e September 30 and March 31, in **Form 1.8. No disclosure needs to be submitted, if there are no trades during the half-year.**

- g. Annual disclosure, in the prescribed form [Form 1.9], by Designated Persons and their Immediate Relatives furnishing the total number of Securities held by them and their Immediate Relatives as at the end of the financial year of the Company, within 30 days from the end of financial year. **This annual disclosure is mandatory and should be submitted even if no Security is held by the Designated Persons and their Immediate Relatives.**

4.4 Penalty / Punishment for Contravention of Code

- 4.4.1 Any Insider who deals in Securities of the Company or communicates any information enabling the trading in Securities of the Company, in violation/contravention of this Code shall be penalised in such manner as may be decided by the Audit Committee of the Board of Directors and shall also be liable and subject to such disciplinary action as may be considered appropriate by the Chairman or Managing Director / Audit Committee of the Board of Directors of the Company.
- 4.4.2 Disciplinary action may include wage freeze, suspension, ineligibility for future participation in ESOPs, withholding of promotions, etc.
- 4.4.3 Any Designated Person who executes a contra trade, inadvertently or otherwise, in violation of Clause 4.3.3 of the Code, the profits from such trade shall be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Securities and Exchange Board of India Act, 1992.
- 4.4.4 Under Section 15G of the Securities and Exchange Board of India Act, 1992, any person violating the Code is liable for a penalty of twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

4.4.5 Anyone who contravenes the Regulations, 2015 shall also be liable for appropriate action under applicable provisions of the Securities and Exchange Board of India Act, 1992.

4.5 Intimation to SEBI

In case the Compliance Officer and / or the Company observes that there has been willful violation of these Regulations, 2015, the Company shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of the Regulations, 2015.

4.6 Understanding the Regulations

It is important for 'Insiders' to read and understand the Regulations, 2015 completely to acquaint themselves with the obligations set out therein.

4.7 Clarifications / Enquiries

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

4.8 Amendment

This Code may be amended from time to time by the Board of Directors of the Company.

However, any subsequent amendment / modification in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 or any other governing Act/Rules/Regulations or re-enactment impacting the provisions of this Code shall automatically apply to the Code and the relevant provision(s) of this Code shall get modified and/or amended to that extent, even if not incorporated in this Code.

**INFOMEDIA CODE TO REGULATE, MONITOR AND REPORT TRADING BY
INSIDERS**

FORMS

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Form 1.1

APPLICATION FOR PRE-CLEARANCE APPROVAL
(Pursuant to Clause 4.3.2 of the Infomedia Code to Regulate, Monitor
and Report Trading by Insiders)

Application No. _____

Date: _____

The Compliance Officer
Infomedia Press Limited

Dear Sir,

Sub: Application for pre-clearance of Trade

I, _____, as a Key Managerial Person / Director / Designated
Person, seek approval as per details given below:

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					

Undertaking to be submitted along with the application for pre-clearance of trade:

In relation to the above dealing, I represent and undertake that:

- a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” up to the time of signing this undertaking;
- b) In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information” after 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 the Company until such information becomes public;
- c) I have not contravened any provisions of the Code;
- d) I have made full and true disclosure in the matter;
- e) The information given above is true and correct

Yours faithfully,

Signature: _____

Name: _____

APPROVAL FOR PRE-CLEARANCE APPLICATION
(Pursuant to Clause 4.3.2 of the Infomedia Code to Regulate, Monitor
and Report Trading by Insiders)

To

Name: _____

Dear Sir/Madam,

Sub: Approval for pre-clearance to trade

Ref: Your application No. _____ dated _____

This has reference to your above mentioned application.

Your proposal to trade as below is hereby approved:

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					

The above approval is valid for 7 Days from today.

You are advised to ensure that the trade executed by you is in full compliance with the Code to Regulate, Monitor and Report Trading by Insiders (Code) as also SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please ensure that:

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- (i) after the trade is executed, report the same to the Compliance Officer, by filling Form 1.3 within two Trading Days from the date of execution of the trade;
- (ii) If the trade is not executed for any reason, report the same to the Compliance Officer, by filling Form 1.4, within two Trading Days from the date of expiry of this approval, i.e. on or before _____.

For Infomedia Press Limited

Compliance Officer

Date:

DISCLOSURE OF TRADE EXECUTED
(Pursuant to Clause 4.3.2 and Clause 4.3.5 of the Infomedia Code to Regulate,
Monitor and Report Trading by Insiders)

To
The Compliance Officer
Infomedia Press Limited

Ref: Preclearance No._____ [If applicable]

I give below the details of trade:

By [Self or Immediate Relative (IR), if IR mention Name and relations hip]	Type of Security (Shares/ Debentures)	Mode of acquisi tion/ disposa l [on market/ ESOP/ Others (specify <th rowspan="2">If Market , mentio n Excha nge throug h which traded</br></th> <th rowspan="2">No of Secu rity</th> <th rowspan="2">Date of Allotm ent Advic e</th> <th colspan="2">Date(s) of Tradin g</th> <th rowspan="2">Val ue (Rs)</th> <th rowspan="2">Date of Intimat ion to the Comp any</th>	If Market , mentio n 	No of Secu rity	Date of Allotm ent Advic e	Date(s) of Tradin g		Val ue (Rs)	Date of Intimat ion to the Comp any
						Fro m	To		
Self									
IR1									
IR2									
IR3									
IR4									

*public/rights/preferential offer/ off market/ transfer within accounts, etc.

Signature:_____

Name:_____

Date :

(Pursuant to Clause 4.3.2 of the Infomedia Code to Regulate, Monitor
and Report Trading by Insiders)

To:
The Compliance Officer
Infomedia Press Limited

Dear Sir,

I refer to the approval for pre-clearance obtained on _____ vide
application no._____.

In this regard, I have decided not to sell / buy the shares of the Company
for the following reasons:

[or]

[In case of part transactions]

I give below the particulars of trading done for the part quantity in Form
1.3 and I have not traded for the balance quantity for the following
reasons:

Yours faithfully,

Signature:_____

Name : _____

Date:

(Pursuant to Clause 4.3.3 of the Infomedia Code to Regulate, Monitor and Report Trading by Insiders)

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD AND RESTRICTION ON TRADE

Date: _____

To
 The Compliance Officer
 Infomedia Press Limited

Sub: Application for waiver of minimum holding period and / or restriction on Trade

I, _____, as a Key Managerial Person / Director / Designated Person, seek approval for executing a sale transaction of the below securities, which if executed, result in non-compliance of Clause 4.3.3 of the Code to Regulate, Monitor and Report Trading by Insiders:

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.)	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					

I have to execute the trade [*give reasons - such as these equity shares have been allotted by the Company under ESOS which are funded by _____*].

I hereby declare that:

- (i) I am not presently in possession of Unpublished price Sensitive Information;
- (ii) In the event if I get access to any Unpublished Price Sensitive Information before the validity of this approval and before executing trade for which approval is given, I undertake that I shall not execute the trade until such Unpublished Price Sensitive Information in my possession becomes generally available

Yours faithfully,

Signature_____

(Pursuant to Clause 4.3.3 of the Infomedia Code to Regulate, Monitor and Report Trading by Insiders)

WAIVER OF MINIMUM HOLDING PERIOD AND RESTRICTION ON TRADE

To

Name: _____

Designation: _____

Dear Sir/Madam,

Sub: Approval for waiver of minimum holding period and / or restriction on trade

Ref: Your application No. _____ dated _____

This has reference to your application number cited under reference on the above.

We hereby approve your application to trade as below:

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					

The above approval is valid for 7 Trading Days from today.

You are advised to ensure that the trade executed by you complies with the Infomedia Code to Regulate, Monitor and Report Trading by Insiders (Code) except the waiver given by this communication as also SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please ensure that:

- (i) after the trade is executed, report the same to the Compliance Officer, by filling Form 1.3 within two Trading Days from the date of execution of sale;
- (ii) If the trade is not executed for any reason, report the same to the Compliance Officer, by filling Form 1.4, within two Trading Days from the date of expiry of this approval, i.e. on or before _____.

For Infomedia Press Limited

Compliance Officer

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

Name of the Company: _____

ISIN of the Company: _____

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

Name, Pan, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others, etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

FORM B

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

Name of the Company: _____

ISIN of the Company: _____

**Details of Securities held on appointment of Key Managerial Personnel
 (KMP) or Director or upon becoming a Promoter of a listed company and
 other such persons as mentioned in the Regulation 6(2)**

Name, Pan, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others, etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name , PAN, CIN/ DIN & address with contact nos.	Category of person (Promoters/ KMP/ Directors / immediate relative to/ others, etc.)	Securities held prior to acquisition/ disposal		Securities acquired / Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	Type of security (for e.g.- Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	From	To		

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1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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

Trading in derivatives (Specify type of contract, Futures or Options, etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

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(Pursuant to Clause 4.3.5 of the Infomedia Code to Regulate, Monitor and Report Trading by Insiders)

HALF-YEARLY DISCLOSURE

Disclosure of securities held by the Key Managerial Personnel, Directors and Designated Persons

Name of Employee:

Category: KMP / Director / Designated Person

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Security (Share / Debenture)	Securities			
		Held at the beginning of the half-year	Acquired	Disposed	Held at the end of the half- year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

Signature:

Date:

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(Pursuant to Clause 4.3.5 of the Infomedia Code to Regulate, Monitor and Report Trading by Insiders)

ANNUAL DISCLOSURE

Disclosure of securities held by the Key Managerial Personnel, Directors and Designated Person

Name of Employee:

Category: KMP / Director / Designated Person

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Security (Share / Debenture)	Securities			
		Held at the beginning of the year	Acquired	Disposed	Held at the end of the year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

Signature:

Date:

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Annexure B

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

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1. Introduction:

- 1.1 The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, which is effective from May 15, 2015.
- 1.2 Pursuant to Regulation 8 of the Regulations, Infomedia Press Limited (Infomedia) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- 1.3 Accordingly the Board of Directors of Infomedia has formulated the Fair Disclosure Code.

2. Scope:

- 2.1 Infomedia endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, Infomedia has adopted this Fair Disclosure Code.
- 2.2 This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3 Infomedia is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or 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 the rules and regulations made thereunder, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, Infomedia shall ensure the following:

- 4.1 Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

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- 4.2 (a) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;

(Note: Under certain circumstances, the Company may keep material information within the ambit of Listing Agreement / Listing Regulation for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The CFO of the Company shall determine when to disclose such material information).

- (b) Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;
- (c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
- 4.3 Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) of the Company.
- 4.4 Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.5 Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange request, the Company shall submit its response to the market rumour).

- 4.6 Ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis.

Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

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- 4.8 Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
- 4.9 The Board of Directors of Infomedia has appointed the Chief Financial Officer of the Company as CIRO of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: ciro@infomedia18.in
5. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

However, any subsequent amendment / modification in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 or any other governing Act/Rules/Regulations or re-enactment impacting the provisions of this Code shall automatically apply to the Code and the relevant provision(s) of this Code shall get modified and/or amended to that extent, even if not incorporated in this Code.

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