

HARMONY CAPITAL SERVICES LIMITED

CIN: L67120RJ1994PLC008796

CODE OF INTERNAL PROCEDURES AND CONDUCT

FOR

REGULATING, MONITORING AND REPORTING OF TRADING

BY

INSIDERS

(Applicable with effect from May 15, 2015)

HARMONY CAPITAL SERVICES LIMITED

CIN: L67120RJ1994PLC008796

Securities and Exchange Board of India (SEBI) has come up with a new set of regulation 'SEBI' (Prohibition of Insider Trading) Regulation 2015' which has been notified on 15th January,2015 and will be effective from 15th May,2015. The 2015 regulation will repeal SEBI(Prohibition Insider Trading) Regulation 1992 which has remained the principle guidelines over a decade, curbing the incidence of Insider Trading in listed Securities.

In deference to the abovementioned regulation Harmony Capital Services Ltd (hereinafter referred to as the Company), through its Board of Director has formulate the following codes.

The 'code of fair Disclosure of unpublished Price Sensitive Information of the Company 'has been made pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015, hereinafter referred to as the "Regulation".

The 'Code of conduct for insiders of the Company' has been made pursuant to Regulation 9 of the Regulation.

I. Definitions

- (i) **'Act'** shall mean Securities and Exchange Board of India Act, 1992.
- (ii) **"Board of Directors"** mean Board of Directors of Harmony Capital Services Limited as constituted from time to time which will include any of its committees
- (iii) **"Companies Act"** shall mean Companies Act, 2013.
- (iv) **"Compliance Officer"** mean the Company "Secretary for the time being of the Company or the Officer appointed by the Board of Director of the Company for the purpose of these Codes and the Regulations.
- (v) **"connected person"** means any person who is or has during the six months prior to the concerned act been associated with a 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (vi) **"Designated Employee"** shall means all employees comprising the top three tiers of the company's management all employees in the Finance, secretarial and Legal Departments of the company and group companies and such other employees who may be designated, from time to time, by the Company for the purpose of this code and who may be able to have access to any 'Price Sensitive Information' as defined in this code or the

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Regulation. Top three tiers of the Company's management shall mean and include Director, Executive Director and all department heads.

- (vii) **"generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- (viii) **"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;
- (ix) **"Investor Relation Officer"** mean senior officer who has been designated as a chief investor relations officer by the Board of Director to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (x) **"insider"** means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- (xi) **"Officer of the Company"** mean any person as defined in clause (59) of Section 2 of the Companies Act.
- (xii) **"price sensitive information"** mean information pertaining to the company or its securities, which affects or is likely to materially affect the price of securities of the company.
Explanation: The following shall be deemed to be price sensitive's information:-
Periodical financial results of the company; indented declarations of dividends (Interim and /or Final); Issue of Securities or buy-back of securities; Any major expansion plans or execution of new projects; Company projections and strategic plans or execution of new projects; Amalgamation, merger or takeover; disposal of the whole or substantially the whole of the undertaking; changes amongst key managerial personnel; Any significant changes in policies, plans or operations of the Company having material impact on the financial of the company; Actual or threatened major litigation or the resolution of such litigation, material events as stated in the listing agreement with the stock exchange.
- (xiii) **"securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- (xiv) **"Stock Exchange"** shall means Bombay Stock Exchange Limited for the time being or any such stock exchange which is recognized by the central government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956, where any security of the company gets listed.

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- (xv) **“takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (xvi) **“trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- (xvii) **“Trading Windows”** means a trading period for trading in the company’s Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in this code hereunder.

Words and phrase not specifically defined herein shall have the same meaning as defined under the Act, Companies Act, and the regulation as amend from time to time.

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Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information.

This documents forms the Code of practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) adopted by Harmony Capital Services Limited. This code is in consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company shall follow the Principle of Fair Disclosure detailed hereunder:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best Practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
8. Handling of all unpublished price sensitive information on a need to- know basis.

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This Fair Disclosure Policy document adopted in line with the principles set out in schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 has been approved by the Board of Directors of the Company and shall be applicable and binding on:

- 1.All Directors.
- 2.Key Managerial Personnel.
- 3.Senior Management Level i.e. One Level before the Board as may approved from time to time.
- 4.All executive working with the departments of Finance and Accounts and
- 5.Any other executive as may be determined and informed by the Company from time to time.

For Harmony Capital Services Limited

Managing Director

Place: Mumbai

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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: HARMONY CAPITAL SERVICES LIMITED

ISIN of the company: INE264N01017

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 of 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:

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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: HARMONY CAPITAL SERVICES LIMITED

ISIN of the company: INE264N01017

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 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 at the time of becoming Promoter/appointment of Director/KMP		% 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 of the company 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 Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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:

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FORM C

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

Name of the company: HARMONY CAPITAL SERVICES LIMITED

ISIN of the company: INE264N01017

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 eg. – 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		
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.

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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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FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	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/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – 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		
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 by other connected persons as identified by the company

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:

Place: