Radaan mediaworks

Radaan Mediaworks India Limited

12th June 2015

To
The Manager
Corporate Relationship,
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, PJ Towers, Dalal Street
Mumbai – 400 001

Dear Sir,

Sub: Code of Conduct to Regulate, Monitor and Report Trading by Employees and other Connected Persons

Pursuant to the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the Circular No.CIR/ISD/01/2015 dated 11th May 2015, we enclose herewith the Code of Conduct to Regulate, Monitor and Report Trading by Employees and other Connected Persons, adopted by the Company.

Kindly take it on record.

Thanking you,

Yours faithfully
For Radaan Mediaworks India Limited

Kanhu Charan Sahu
Company Secretary

10, Paul Appasamy Street,
T Nagar, Chennai 600 017.
CIN : L92111TN1999PLC043163

Tel : + 91 44 2834 5032 / 37 /38 /40
Fax: + 91 44 2834 5031

info@radaan.tv
www.radaan.tv

RADAAN MEDIAWORKS INDIA LIMITED
CIN:L92111TN1999PLC043163

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY EMPLOYEES AND OTHER CONNECTED PERSONS ("Insider Trading Code")

1.0 Preamble

This Code of Conduct **("Code")** has been framed in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 **("Regulation")** to regulate, monitor and report trading by its Employees and other Connected Persons **("Designated Persons")** with a view to preserve confidentiality of Unpublished Price Sensitive Information **("UPSI")**, prevent misuse of such information while trading in Company's securities and ensure fairness in dealing with all stakeholders.

This Code shall come to effect immediately after approval by the Board of Director **("Board")** of the Company. Compliance of this Code shall be in addition to and not in derogation of provisions under any other applicable legislation, including the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.0 Definitions

2.1 "Company" means Radaan Mediaworks India Limited.

2.2 "Designated Persons" means Employees and Connected Persons designated as Designated Persons under the Code, and shall include the following:

i) Promoters of the Company
ii) Members of the Board of Directors
iii) Key Managerial Personnel,
iv) Senior Employees, functional heads / departmental heads

2.3 "Trading Window" means the period during which the Designated Persons and / or their immediate relatives shall be permitted to deal in Company's Securities.

2.4 Words and expressions used but not defined in this Code shall have the meanings respectively assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3.0 Compliance Officer

3.1 Company Secretary for the time being of the Company shall be the Compliance Officer to administer this Code and other requirements under the Regulation. The Compliance Officer shall perform under the supervision of the Board of Directors and report to it. If, the office of the Company Secretary falling vacant, till such time a successor is appointed, in the interim period, the Chief Financial Officer of the Company shall act as the Compliance Officer.

RADAAN MEDIAWORKS INDIA LIMITED CHENNAI

3.2 The Compliance Officer, *inter alia,* shall :-

(i) maintain a record of the Designated Persons and any changes made therein;
(ii) maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trade;
(iii) maintain a record of all declarations, disclosures and applications received from Designated Persons;
(iv) assist the Designated Persons and other Employees in addressing any clarifications regarding the Regulation and the Code.

3.3 The Compliance Officer shall place his reports, at least once in every quarter at their respective meetings, before the Board and before the Audit Committee.

3.4 In order to discharge the responsibilities effectively, the Compliance Officer shall be adequately empowered and provided with required manpower and infrastructure.

4.0 Preservation of UPSI

4.1 Designated Persons and other Employees of the Company shall maintain strict

4.2 UPSI shall be handled within the Company on a 'need to know' basis and no such information shall be communicated to any person except in furtherance of a

4.3 An UPSI may be communicated, if communication of such UPS required or permitted under any law or an Order of Court, and el Explanation is provided there under.

4.4 To prevent misuse of UPSI, the Company will adopt a 'Chinese W separates those departments which routinely have access to U 'inside areas' from those departments which deal with other depar support services, considered 'public areas'. Under this policy:

(i) The Employees in the inside areas will not be allowed to c UPSI to anyone in the public areas;
(ii) The Employees in inside area may be physically sepa Employees in public area;
(iii) [illegible] the Compliance Officer in consultation of the Board of Directo
(iv) Only in exceptional circumstances, will Employees from the brought 'over the wall' and given UPSI on the basis of need under intimation to the Compliance Officer

5.0 Trading by Designated Persons

5.1 The Board of Directors shall in consultation with the Compliance Of Employees and other Connected Persons as "Designated Persons" their role and function in the Company to be covered by the Code.

be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designations.

5.2 Designated Persons shall be subject to trading restrictions as enumerated below.

5.3 Trading Window

5.3.1 Designated Persons and / or their Immediate Relatives shall be permitted to trade in the securities of the Company only when the Trading Window is open and they shall not trade in Company's securities during the periods when the Trading Window is closed. Trading Window shall be deemed to open unless closed as prescribed hereunder.

5.3.2 The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

5.3.3 Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed from a date 7 (seven) days prior to and until 48 (forty eight) hours after the relevant UPSI are published and become Generally Available Information.

5.3.4 The closure of Trading Window shall be intimated to all Designated Persons and the Stock Exchanges(s) where the Company's securities are listed and shall also be published on official website of the Company.

5.3.5 The trading window shall 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.

5.3.6 When the Trading Window is open, the Designated Persons and / or their immediate relatives shall deal in Company's securities, only if;

(a) the person(s) dealing with the securities is/are not, directly or indirectly, in possession of UPSI; and

(b) the transaction(s) are pre-cleared by the Compliance Officer as prescribed hereunder, if the cumulative transaction(s) in any calendar quarter exceeds:

(i) INR 10,00,000/- (rupees ten lakh only) in value of transaction; or

(ii) 1 (one) per cent of the total holding by number in that security of the Company

5.3.7 The procedures for pre-clearance of transactions are set out below:

5.3.7.1 An application shall be made to the Compliance Officer, in the format annexed hereto as **Annexure-1**, indicating the nature and date of proposed transaction, proper reason for such transaction, estimated number and value of transaction and such other details as may be required;

5.3.7.2 The application shall be accompanied by an undertaking executed by the applicant in the format annexed hereto as **Annexure-2**;

RADAAN MEDIAWORKS INDIA LIMITED CHENNAI

5.3.7.3 The Compliance Officer shall consider the application made as above and shall approve it within next Trading Day, unless, is of opinion that such approval would result in a breach of this Code, or the Regulation. While considering the application, the Compliance Officer shall have due regard to whether the undertaking by the applicant is reasonably capable of being rendered inaccurate.

5.3.7.4 The approval / rejection shall be issued in the format annexed hereto as **Annexure-3**, and may be conveyed in any mode of communication, including by electronic mail.

5.3.7.5 Every approval granted as above shall be valid for a period of 7 (seven) Trading Days from the date of approval, within which the Designated Persons shall ensure that they and / or their immediate relatives complete execution of every pre-cleared trade. If the trade is not executed within 7 (seven) Trading Days after the approval is given, a fresh application has to be made for pre-clearance of the transactions.

5.3.7.6 Designated Persons shall file with the Compliance Officer, within 2 (two) Trading Days, of the execution of the trade pursuant to the pre-clearance approval, the details of such trade, or in case the trade in not executed, a report to that effect, along with reasons for such decision, in the format annexed hereto as **Annexure-4**.

5.4 Designated Persons and / or their Immediate Relatives who buy or sell any securities of the company shall not enter into an opposite transaction i.e. sell or buy, as the case may be, any securities of the Company during the next 6 (six) months following the prior transaction. The Compliance Officer may grant relaxation from strict application of the restrictions under this Clause for reasons to be recorded in writing provided that such relaxation does not violate other provision of this Code or the Regulation. Should an opposite transaction is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act.

5.5 Trading Plan

5.5.1 Designated Persons and / or their Immediate Relatives shall be entitled to formulate a plan for trading in securities of the Company **(Trading Plan)** in accordance with provisions under the Regulation 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 Trading Plan.

5.5.2 The Compliance Officer shall review the Trading Plan made as above to assess whether it would have any potential for violation of the Regulation or this Code and shall be entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per the Code.

RADAAN MEDIAWORKS INDIA LIMITED CHENNAI

6.0 Reporting of holdings and trading in securities

6.1 All the existing Promoters, Key Managerial Personnel, Directors and other Designated Persons of the Company shall disclose the holdings of securities of the Company as on the date of the Regulation taking effect, in the format annexed hereto as **Annexure-5,** within 30 (thirty) days of the Regulation taking effect.

6.2 Any person on being appointed as a Key Managerial Personnel or a Director of the company or upon becoming a Promoter, or otherwise designated as Designated Person under this Code, shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter or designated as Designated Person, to the company within 7 (seven) days of such appointment or becoming a promoter or being designated in the format annexed hereto as **Annexure-6.**

6.3 Designated Persons and other Employees of the company shall disclose to the company the number of such securities acquired or disposed of within 2 (two) Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000/- (rupees ten lakh only) in the format annexed hereto as **Annexure-7.**

6.4 Designated Persons shall disclose annual statements of holdings in Company's securities as on 31st March every year in the format annexed hereto as **Annexure-8,** on or before 15th April of that year.

6.5 The disclosures mentioned above in this Paragraph, are required to be made including of those relating to trading by the Designate Persons, such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.

7.0 Penalty for contravention of the Code

7.1 Designated Persons and other Employees of the Company shall be individually responsible for complying with the provisions of this Code and the Regulation, including to the extent applicable to their Immediate Relatives.

7.2 Anyone who violates the provisions of this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, termination of employment or services or relationship with the Company etc.

7.3 Actions taken by the Company shall not preclude SEBI from taking any action for violation of the Regulation or any other applicable Laws.

8.0 Information to SEBI in case of violation of the Regulation

8.1 In case it is observed by the Company that there has been a violation of the Regulation by any person, it shall be promptly informed to SEBI.