
SURVEILLANCE POLICY

A. BACKGROUND

We along with our Employees/Branch-Offices/Sub-Brokers/Authorized Persons are the first touch point in the securities market for investors and are expected to have reasonably fair understanding about their client(s) and its trading activity. Thus, Exchanges/regulators have entrusted on us the first level of the responsibility to ensure that neither us nor our client(s) are misusing the trading system by indulging in manipulation or any other illegal activities which can cause risk to the integrity of the market and distorts the equilibrium of the market. In addition to the exchange/SEBI surveillance directives issued from time to time this policy has been prepared with the following objectives:

- Alerts to be generated.
- Threshold limits and the rationale for the same.
- Review process.
- Time frame for disposition of alerts and if there is any delay in disposition, reason for the same should be documented.
- Suspicious/Manipulative activity identification and reporting process.
- Record Maintenance.

B. SURVEILLANCE FRAMEWORK

It is mandatory under the exchange/regulatory directives to have in place appropriate Surveillance Policies and Systems to detect, monitor and analyze transactions. For the above we have to co-relate the transaction data with their clients' information/data and. Detect suspicious/manipulative transactions is an ongoing continuous process with analysis of trades and transactions and carrying out Client Due Diligence (CDD) on a continuous basis.

In-order to implement the exchange directives, they have provided us alerts which have to be generated by us. In addition to this we have also developed in-house surveillance software. The details of both these have been enumerated below:

I. EXCHANGE ALERTS

- 1. Unusual trading activity:** Client(s)/Group of Client(s) who have been dealing in small quantities/value suddenly significantly increase their activity over a period of time say fortnight/month/quarter and this increases by certain threshold limit of more than 50% as compared to the earlier period of same duration, we have review and conduct a analysis on parameters such as;
 - i. Whether such volume is justified give the background of the client and his past trading activity.
 - ii. Amount of funds that was brought in by the Client(s)/Group of Client(s) for the purchases made during the period.
 - iii. Whether such inflow of funds is in line with the financial status of the client.
 - iv. Whether the transactions of such Client(s)/Group of Client(s) are contributing to concentration or impacting the price and or volumes.
- 2. Significant incase in trading activity and /or Sudden trading activity in dormant accounts:** An inactive client resumes trading starts/resumes trading and additionally the client start trading actively and trading actively in illiquid stocks or low market

-
- capitalized scrips or enters into huge transactions not to commensurate with the financial strength of the client, we have to review and examine the following;
- i. Reasons for trading in such scrips/contracts.
 - ii. Whether there is any concerted attempt by a Client(s)/Group of Client(s) to impact the prices.
 - iii. Whether there is any concerted attempt by a Client(s)/Group of Client(s) to indulge in movement of profit/loss from one client to another account.
- 3. Clients/Group of Client(s), deal in common scrips/contracts contributing significant to the volume of the scrip/contract at the Trading Member level and at the stock exchange level.** We need to review and examine the following;
- i. Reasons for trading in such scrips/contracts.
 - ii. Whether there is any concerted attempt by to impact the prices.
 - iii. Whether there is any concerted attempt to indulge in movement of profit/loss from one client to another.
- 4. Activity of Client(s)/Group of Client(s) is concentrated in a few illiquid scrips/contracts or there is a sudden activity by Client(s)/Group of Client(s) in illiquid securities/contracts manifested in terms of volume as compared to the volume of the exchange or that of the Trading Member.** We need to review and examine the following;
- i. Reasons for trading in such scrips/contracts.
 - ii. Whether there is any concerted attempt to impact the prices.
 - iii. Whether there is any concerted attempt to indulge in movement of profit/loss from one client to another.
- 5. Client(s)/Group of Client(s) dealing in scrip in quantity of one share or trade in minimum lot size.** We need to review and examine the following
- i. Reasons for such trading behavior.
 - ii. Trading pattern and repeated instances.
- 6. In accordance to the list of illiquid scrips/contracts provided by exchanges,** we need to review and examine the following;
- i. Whether there trading is sudden trading
 - ii. Whether there is any concerted attempt to impact the prices of such scrips/contracts.
 - iii. Whether there is any concerted attempt to indulge in movement of profit/loss from one client to another.
 - iv. Probable matching of transactions with another client.
 - v. Apparent loss booking transactions in illiquid contract/securities
 - vi. Whether the transactions of are contributing to concentration or impacting the price.
- 7. Circular Trading:**
- i. Continuous trading of client/group of clients in particular scrip over a period of time.
 - ii. Client/group of clients contributing significant volume (broker and exchange level) in a particular scrip – especially illiquid scrip and /or illiquid contracts
 - iii. Possible matching of trades with a specific group of clients (like same trade number on both buy and sell side of a member and/or immediate execution of order in illiquid scrip etc.)

-
- iv. Possible reversal of trades with the same group of clients (like same trade number on both buy and sell side of a member and/or immediate execution of order in illiquid scrip)

8. Pump and Dump:

- i. Activity concentrated in illiquid scrips/contracts.
- ii. Sudden activity in illiquid securities/contracts.
- iii. Percentage of activity to total market in the scrip/contract is high.
- iv. Trades being executed at prices significantly away from the market and later on squaring off to earn significant profits.

9. Wash Sales or Reversal of Trades:

- i. Same Client) on both sides of the transaction. (i.e. same trade number on both the buy and sell side with us)
- ii. Reversal of transactions by same Client(s) or within same Group of Client(s) at significantly different trade prices within a short period of time says 3-4 days.
- iii. One client makes significant profit and other suffers a loss or apparent loss booking transactions in illiquid contract/securities including options

10. Front Running:

- i. Trading, by Client employees, ahead of large buy/sell transactions and subsequent square off has to be identified and such transactions have to be reviewed for determining front running
- ii. There is a consistent pattern of Client employees trading ahead of large buy/sell transactions.

11. Concentrated position in the Open Interest/high turnover concentration:

- i. Client having significant position in the total open interest of a particular scrip.
- ii. Client not reducing/closing their positions in spite of the scrip being in ban period.
- iii. Client activity accounts for a significant percentage of the total trading in the contract/securities at member and exchange level.
- iv. Monitor the trading pattern of Client(s) who have Open Interest positions/concentration greater than equal to the thresholds prescribed.

12. Order book spoofing i.e. large orders away from market :

- i. Consistent placement of large orders significantly away from the market with low trade to order trade ratio or canceling orders within seconds after placing them thereby creating a false impression of depth in a particular scrip/contract
- ii. Repeated pattern of placement of large buy orders which are away from the market price and simultaneous placement of sell orders to benefit from price rise or vice-versa.

II. OFFLINE IN-HOUSE ALERTS

- 1. Report on Delivery above Rs.500000 & TO above Rs.2500000 – all segments of equities and commodities** Placement of large orders with the delivery turnover contributing in value terms above Rs. 50,000 and trading turnover in terms of value above Rs.2,50,000/- for all segments are generated.

-
- i. In case if the name of any new client appears in this report and / or the name of the client comes again in the report after a period of 15 days to one month, then compliance team informs about the said trade details to the RMS team,
 - ii. Thereafter RMS team does the trade/ledger confirmation with the end client and accordingly updates the compliance team.

 - 2. CASH Excess Volume (more than 5% of market volume) (equity segment)** Trades in equity segment contributing to more than 5% of the exchange volume are generated.
 - i. The records so generated are analysed vis-a vis exchange volume, repeated days of the trading and price volatility, company financials etc.
 - ii. In case of any repeated days of trading, contributing to significant exchange volumes and or price volatility or concentrated trading among selective group of client is observed, then in such instances after analysis appropriate steps are taken.

 - 3. Illiquid scrip (equity segment)** Trades in equity segment for the illiquid scrips (which have been identified as illiquid by exchange) are generated.
 - i. The records so generated are compared visa vis. exchange volumes, repeated days of trading, price volatility in the scrip.
 - ii. Additionally the financials of the company are also analyzed to ascertain whether the trading volumes and price movements are justified.
 - iii. In case any trading is found to be abnormal, initial alerts are sent to the branches. If repeated, after proper verification and analysis the scrip may also is blocked from further trading.

 - 4. F&O Profit/Loss & Futures Rate Fluctuation (equity derivatives)** Trades in equity derivatives for the above referred parameter which are generated in case of clients executing trades at price above 20% of the previous closing price and or incurring huge profits or losses are generated.
 - i. For the records generated under this alert are evaluated in case of any un-usual pattern clarification from the client/or branch is sought.

 - 5. F&O Excess Volume (more than 5% of market volume) (equity and commodity derivatives)** Trades in derivatives and commodity derivative are generated in trades are more than 5% of market volumes
 - i. For the records generated under this alert are evaluated visa-vis the strike price, maturity date of the contract, type of derivative contract, underlying etc are analyzed and evaluated.
 - ii. In case if the name of any new client appears in this report and / or the name of the client comes again in the report after a period of 15 days to one month, then compliance team informs about the said trade details to the RMS team.
 - iii. Thereafter RMS team does the trade/ledger confirmation with the end client and accordingly updates the compliance team.

 - 6. Matching of Trades – all segments (equities and commodities)** The trades which get matched (applicable for all segments) at member level and or client level are generated under this alert.

- i. The records so generated, comparison is done to ascertain whether they have been carried out from the same trading terminal or same location or for group of same family codes.
- ii. In case of illiquid scrip/contracts or significant volumes or price volatility observed, explanation is sought and or warning is issued to the client.

7. Graded Market Surveillance scrip (GSM) (equity segment)

NSE vide its circular NSE/SURV/34262 dated February 23, 2017 and BSE vide its circular 20170223-44 dated February 23 2017 introduced Graded Market Surveillance (GSM) as introduced by equity exchanges, is on securities which witness an abnormal price rise not commensurate with financial health and fundamentals like Earnings, Book value, Fixed assets, Net-worth, P/E multiple, etc.

In addition to existing Surveillance action being imposed from time to time, securities shall be monitored for price movement by equity exchanges and based on pre-determined objective criteria shall attract following additional graded surveillance measures:

Stage	Surveillance Actions
I	Transfer to trade for trade with price band of 5 % or lower as applicable.
II	Trade for trade with price band of 5 % or lower as applicable and Additional Surveillance Deposit (ASD) of 100% of trade value to be collected from Buyer
III	Trading permitted once a week trading and ASD 100% of trade value to be deposited by the buyers (Every Monday)
IV	Trading permitted once a week trading with ASD 200% of trade value to be deposited by the buyers (Every Monday)
V	Trading permitted once a month trading with ASD 200% of trade value to be deposited by the buyers (First Monday of the month)
VI	Trading permitted once a month with no upward movement in price of the security with ASD 200% of trade value to be deposited by the buyers (First Monday of the month)

In view of the above, we have incorporated in our in-house software about records of the trading done in such scrips:

- i. The records so generated are compared visa vis. exchange volumes, repeated days of trading, price volatility in the scrip.
- ii. Additionally the financials of the company are also analyzed to ascertain whether the trading volumes and price movements are justified.
- iii. In case any trading is found to be abnormal, initial alerts are sent to the branches. If repeated, after proper verification and analysis the scrip may also is blocked from further trading.

In case of any further regulatory developments, the same would be implemented in spirit and accordingly deemed to be part of this policy.

8. Additional Surveillance Measure (ASM) (equity segment)

NSE vide its circular SE/SURV/37262 dated March 22 2018 and BSE vide its circular 20180321-46 dated March 21 2018 had informed that Securities and Exchange Board of India (SEBI) and Exchanges in order to enhance market integrity and safeguard interest of investors, have implemented that along with other measures there shall be Additional Surveillance Measures (ASM) on securities with surveillance concerns viz. Price variation, Volatility etc.

Accordingly, exchanges would review identification of securities for placing in ASM Framework has been carried out. In addition to this, exchanges have issued other circulars from time to time reviewing the parameters for the ASM framework and accordingly updating the scrips in the said framework

In view of the above we have incorporated in our in-house software about records of the trading done in such scrips

- i. The records so generated are compared visa vis. exchange volumes, repeated days of trading, price volatility in the scrip.
- ii. Additionally the financials of the company are also analyzed to ascertain whether the trading volumes and price movements are justified.
- iii. In case any trading is found to be abnormal, initial alerts are sent to the branches. If repeated, after proper verification and analysis the scrip may also is blocked from further trading.

In case of any further regulatory developments, the same would be implemented in spirit and accordingly deemed to be part of this policy.

9. Additional Surveillance Margin for having carried substantial trading activity in scrips having unsolicited SMS.

In continuation to various surveillance measures implemented by exchanges, NSE vide its circular NSE/SURV/37526 dated April 13 2018 and BSE vide its notice 201804013-47 dated April 13 2018 have issued directives wherein in stocks wherein unsolicited SMSs have been found to be circulated and have resulted in an increased trading activity, an additional surveillance margin of 25% shall be levied on the Trading Members who have a substantial trading activity in these stocks. The additional margin shall be applicable in Equity and Equity Derivatives Segment.

In view of the above the scrips which would be identified and communicated by exchanges would be refrained from further trading

III. ONLINE IN-HOUSE ALERTS

The following are the various alerts, wherein the records coming under these alerts are analyzed with the financials of the company, repetitive nature of the instances, volumes and or price volatility. These alerts are observed by the RMS on real time basis and in case of any suspicious nature, appropriate reasons are sought from the branch/franchisee/clients. We have summarized the online alerts which are being monitored as on date:

- 1. Module of Online Trade Matching Popup:** In this module all the trades that get matched can be viewed and thereafter further verification and/or analysis is done.

-
2. **Module of Online Delivery Tracker:** This report provide the trades of the clients who take delivery above Rs. 5 lacs in value terms or all delivery above 10,000 in quantity terms (this limit is modified on time to time basis).
 3. **Module on Online Ban Scrip Position Tracker:** This report provides the records in case any client takes position in “Ban” security, then we can come to know via this pop up that position is open and may attract penalty in case position is carried further.
 4. **Module on Unregistered/Inactive Client Trade:** This report shows that in case any client is inactive as per our backoffice software or not registered, in spite of which trade is done the details can be ascertained via trading terminal and can be restricted from further trading and to complete the reactivation/registration process as the case may be.
 5. **Module on Spurt in volume:** This reports provide the records of the trades in which there is any sudden increase in volume in comparison with 2 weeks average exchange volume.
 6. **Matching of Trades (in commodities):** The trades which get matched at member level and or client level are generated under this alert. The records so generated, comparison is done to ascertain whether they have been carried out from the same trading terminal or same location or for group of same family codes.

IV. ADDITIONAL MONITORING

1. Not allowing trades of entities which are banned by SEBI/Exchange/other regulators/banned under the UNC list. This database is verified by the KYC team before client account is activated.
2. Trading is allowed to commence only after execution of the client registration form and all the mandatory Unique Client Code (UCC) parameters such as Name, Address, PAN No. etc., have been uploaded by us to the Exchange portal.
3. Likewise, demat account numbers provided to the demat account holders only after obtaining the Client registration forms and activating the same into the DP system.
4. Clients who have debit balance in their ledgers continuously for a certain period of time or who default in making payment/delivery. This is monitored by our RMS team who dedicated does follow up with the clients/branches/AP's and also restricts from further trading.
5. Verification of off market transfers in the demat accounts: The off market transfers amongst demat accounts, except for transfers relating to trading member's settlement/pool/principal account, transfers to LAS demat accounts, are verified in terms of DIS being on record, scrips, value of transfer, call verification done by HO DP team with demat account holders and approvals for the transfers of significant value.
6. Verification of FIU alerts sent by the depository: The alerts sent by CDSL, except for the transfers between LAS demat accounts, are verified on monthly basis, to ascertain reasons of transfers, scrips and value of transfer.

7. Verification of records coming in BULK /BLOCK reports provided by the exchanges: The records coming under Bulk deal are verified to evaluate scrip traded, frequency of trading and records come under Block deals in addition to the above are verified to ascertain approvals being in place.
8. Blocking of Scrips at member level: Those scrips which are fundamentally weak and not having sound financials, or trading in such scrips, could result into market abuse are blocked at trading member level. In case, trading has to be allowed under exceptional circumstances, the same is done with proper evaluation of scrip, number of shares to be traded, client/branch intending to trade. A brief of the categories of scrips which are blocked at trading member level are as follows:

Category	Brief particulars
"Z"	This includes companies which have failed to comply with listing requirements and/or have failed to resolve investor complaints and/or have not made the required arrangements with both the depositories, for dematerialization of their securities.
"ZP"	Scrips of Non-compliant companies (Noncompliance with clauses of Listing Agreement) & traded and settled in Physical mode/ Optional Demat mode
"M"	SME Segment on BSE except those after being analysed of having sound financials
"MT"	SME Segment on BSE - trade to trade except that those which after being analysed of having sound financials
"P"	Physical category

9. **Review of scrips blocked/refrained from trading:** In addition to blocking of scrips as stated in point 8 above, there would be review of scrips which are fundamentally weak and not having sound financials, or trading in such scrips, coming under the GSM/ASM category, any communications from surveillance division of the exchanges etc all which could result into market abuse would be refrained from further trading at member level.

For the above, there would be a quarterly MIS of list of scrips blocked by RMS team would be provided to Compliance Officer.

The Compliance Officer would present summary of same in upcoming board meetings in suggestive format as given below:

Scrips blocked for the quarter ended as on ____

Sr No.	Category	Number of scrips

C. ANALYSIS

We need to correlate transactional alerts with the information of client(s) available with them. The correlation of alerts with information of Client(s)/Group of Client(s) would help Trading Members to identify, mitigate and manage such transactions as well as minimizing business risk.

In order to analyze the trading activity of the Client scrips identified based on above alerts, we can do the following:-

1. Shortlist Client for further analysis.
2. Seek explanation from such identified Client
3. Seek documentary evidence such as bank statement/demat transaction statements of last 6 months to 12 months period, to satisfy itself.

On the basis of information received from the client and after proper evaluation and analysis, we decide our steps for suspending code and or the scrip from further trading.

D. REPORTING AND REVIEW

All action/analysis with respect the alerts generated should be completed within a reasonable time frame.

The surveillance policy of the Trading Member is subject to review on an annual basis so as to incorporate major developments and is subject to approval by the Board of Directors.

Any regulatory developments/directives which are issued prior to forthcoming review of this policy would be implemented within the time frame given in the directive and subsequently would be adopted by the Board of Directors subsequently.

A daily reporting of the alerts to the designated director and principal officer / a quarterly MIS to the Board of Directors if there are alerts as to the number of alerts received, disposed off during the quarter and pending at the end of the quarter and the. Reasons for pendency should be discussed and appropriate action taken for disposing of the alerts.

E. RECORD MAINTENANCE

We shall maintain and keep such important records and documentary evidences that have been analyzed/taken by us either in soft copy or in hard copy for the time period as prescribed by the regulatory authority. We shall produce such records as and when asked by exchanges or by the regulatory authority.

The surveillance process conducted under overall supervision of Compliance Officer and Principal Officer.

Principal Officer under the PMLA directives/ Compliance Officer of the Company and their team would be to be responsible for all surveillance activities carried out for the record maintenance and reporting of such activities under the supervision of the Designated Director.

Internal auditor shall review the surveillance policy, its implementation, effectiveness and review the alerts generated during the period of audit. Internal auditor shall record the observations with respect to the same in their report.

This policy would be made available to the internal auditors and regulators during the course of audits or as and when demanded.

This policy is applicable to Systematix Shares and Stocks (India) Limited and Systematix Commodities Services Private Limited.