

## UNISHIRE URBAN INFRA LIMITED

### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In terms of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (hereinafter referred to as the 'Regulations') Unishire Urban Infra Limited (hereinafter referred to as 'the Company') has framed and adopted a Code of Conduct for Prevention of Insider Trading (hereinafter referred to as 'the Code').

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every designated employee of the Company (as defined herein after) has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these Objectives Company hereby notifies that this Code is to be followed by all Directors, officers, designated employees and connected persons.

Any Contrary to the SEBI (Prohibition of Insider Trading) Regulations, 1992 under this code the Regulation shall prevail.

#### DEFINITIONS

'**Board**' means Board of Directors of the company.

'**Code**' means this Code of Conduct for Prevention of Insider Trading and the Code of Corporate disclosure practices, as applicable including modifications made thereto from time to time

'**Company**' means Unishire Urban Infra Limited;

'**Compliance Officer**' means the Company Secretary of the Company;

'**Connected Persons**' means any person who

(i) is a director of the Company as defined in section 2(34) of the Companies Act, 2013;

(ii) occupies the position as an officer or an employee of the Company or holds a position involving a professional or business relationship between himself and the Company [whether temporary or permanent] and who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;

[Explanation: — the words "connected persons" shall mean any person who is a connected person six months prior to an act of insider trading].

'**Dealing in Securities**' means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities by any person either as principal or agent.

'**Deemed Connected Persons**' means:

(i) a company under the same management or group or any subsidiary company thereof; or

(ii) is an intermediary as specified in section 12 of the SEBI Act, 1992, Investment Company, Trustee Company, Asset Management Company or an employee or Director thereof or an official of a Stock Exchange or of clearing house or corporation;

(iii) is a Merchant Banker, Share Transfer Agent, Registrar to an issue, Debenture Trustee, Broker, Portfolio Manager, Investment Advisor, Sub-broker, Investment Company or an employee thereof, or, is a member of the Board of Trustees of a Mutual Fund or a member of the Board of Directors of the Asset Management Company of a Mutual Fund or is an employee thereof who have a fiduciary relationship with the Company;

(iv) is a member of the Board of Directors or an employee of a Public Financial Institution as defined in section 2(72) of the Companies Act, 2013; or

(v) is an official or an employee of a self regulatory organization recognised or authorised by the Board of a Regulatory Body; or

(vi) is a relative of any of the aforementioned persons;

(vii) is a banker of the Company;

(viii) relatives of the connected person; or

(ix) is a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein any of the connected persons mentioned in Regulation 2(c)(i) of this Regulation or any of the persons mentioned in (vi), (vii) or (viii) mentioned above under this definition and having more than 10% of the holding or interest.

**'Dependant family members'** for the purpose of this Code means dependant parents, dependant children, dependant spouse of the Designated Employee

**'Designated Employees'** shall include:

(a) All Directors whether executive, non-executive or independent;

(b) Officers comprising the top three tiers of the Company's management including Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Internal Auditor (CIA), Chief Operating Officer (COO), Presidents, Departmental Heads and Company Secretary or any such equivalent position;

(c) Any other employee having access directly or indirectly to the Price Sensitive Information.

(d) In the event, any of the Designated employees covered under this Code leave the services of the Company, they shall continue to be governed by this Code for a further period of six months subsequent to the date of their leaving the services.

**'Free Period'** means any period other than the prohibited period.

**'Insider'** means any person who,

(i) is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a Company, or

(ii) has received or has had access to such unpublished price sensitive information.

**‘Insider Trading’** means when insiders trade either directly or indirectly in the securities using the unpublished price sensitive information.

**‘Officer’** means any person as defined in section 2(59) of the Companies Act, 2013 including an auditor of the Company.

**‘Prohibited Period’** means the period of time when the Trading Window is closed.

**‘Promoter and Promoter Group’** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**‘Price Sensitive Information’** means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of the Company.

**Explanation:** The following shall be deemed to be price sensitive information:-

- a) Quarterly, half-yearly and annual financial results of the Company;
- b) Intended declaration of dividends (both interim and final);
- c) Issue or buy-back of securities;
- d) Any major expansion plans or execution of new projects.
- e) Amalgamation, mergers, or takeovers;
- f) Disposal of the whole or substantial part of the undertaking;
- g) Any significant changes in policies, plans or operations of the Company.

**‘Relative’** means a person, as defined in Section 2(77) of the Companies Act, 2013.

**‘Securities’** shall mean the Equity Shares of the Company and such other instruments that may be issued by the Company from time to time.

**‘Unpublished’** means information which is not published by the Company or its agents and is not specific in nature.

**Explanation** - Speculative reports in print or electronic media shall not be considered as published information.

Words and expressions not defined in these Regulations shall have the same meaning as contained in the Regulations and the Securities and Exchange Board of India Act, 1992.

## **1.0 Compliance Officer**

The Company has appointed the Company Secretary as the Compliance Officer who shall report to the Managing Director/CEO/ Whole time Director / Board of Directors of the Company.

### **1.1 Duties of the Compliance Officer**

(a) He shall maintain a record of the designated employees, their dependent family members and changes if any, in the format set out in Form I hereto.

(b) He shall in consultation with the Managing Director/Whole-time Director of the Company and as directed by the Board, specify the Prohibited Period from time to time and immediately make an announcement thereof to all concerned.

(c) He shall maintain a record of Prohibited Period specified from time to time.

(d) He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price Sensitive Information', 'pre-clearing of designated employees' and their dependent family members', trades (directly or through respective departmental heads as decided by the Company), monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors.

(e) He shall from time to time inform the Stock Exchanges where the Company's securities are listed, of any price sensitive information.

(f) He will assist all the employees in addressing any clarifications regarding the Regulations and the Code.

## **2.0. Preservation of "Price Sensitive Information"**

All designated employees shall maintain the confidentiality of all Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

### **2.1 Need to know**

Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties.

### **2.2 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

## **3.0 Prevention of misuse of Price Sensitive Information**

**3.1** All designated employees of the Company and their dependant family members shall be subject to trading restrictions as enumerated below:-

### **3.2 Trading Window**

**3.2.1** The Company shall specify a trading period, to be called "Trading Window" for trading in the Company's securities.

**3.2.2** The time for closing the trading window shall be decided by the Company.

**3.2.3** The trading window shall be closed at the time of:-

- a) Consideration of financial results (quarterly, half-yearly and annual).
- b) Intended declaration of dividends (both interim and final).
- c) Issue of securities by way of public/ rights/ bonus etc.
- d) Any major expansion plans or execution of new projects.
- e) Amalgamation, mergers, takeovers and buy back.
- f) Disposal of whole or substantially whole of the undertaking.
- g) Any changes in policies, plans or operations of the Company.

**3.2.4** The trading window will open 24 hours after the information on items referred to in

paragraph 3.2.3 is made public.

**3.2.5** All designated employees of the Company and their dependant family members shall conduct their dealings in the securities only when the trading window is open and shall not deal in the securities during the periods when trading window is closed.

**3.2.6** In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of securities allotted on exercise of ESOPs shall not be allowed when trading window is closed.

### **3.3 Pre clearance of trades**

**3.3.1.** All designated employees of the Company and their dependant family members who intend to deal in the securities of the Company above a threshold limit of 20,000 securities per trade should pre-clear the transaction as per the pre-dealing procedure as described hereunder. The Company Secretary is authorised to change the number of securities from time to time.

**3.3.2.** An application may be made in **Form – II**, to the Compliance Officer indicating the estimated number of securities that the designated employee and or his/her dependant family members intend to deal in, the details as to the depository with which they have a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

**3.3.3.** An undertaking in **Form – III** shall be executed in favour of the Company by such designated employee incorporating, inter-alia, the following clauses, as may be applicable:

(a) That the designated employee does not have any access or has not received “Price-Sensitive Information” upto the time of signing the undertaking.

(b) That in case the designated employee has access to or receives “Price-Sensitive Information” after the signing of the undertaking but before the execution of the transaction he / she shall inform the Compliance Officer of the change in his/ her position and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he / she has not contravened the Code for prevention of insider trading as notified by the Company from time to time.

(d) That he / she has made a full and true disclosure in the matter.

### **4.0 Other restrictions**

**4.1** All designated employees of the Company and their dependent family members shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given by the Compliance Officer in consultation with the Managing Director/CEO/Whole time Director of the Company in **Form – IV**. If the order is not executed within one week after the approval is given, the designated employee must pre clear the transaction again.

**4.2** All designated employees and their dependent family members who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. All

designated employees and their dependent family member shall also not take positions in derivative transactions in the securities of the Company at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

**4.3** In case the sale of securities is necessitated by personal emergency, an application for waiving the minimum period for holding of investments as above shall be made to the Compliance Officer in **Form – V**, specifying the reason for waiver of such period. The Compliance Officer in consultation with the Managing Director / CEO / Whole time Director may accord the approval for waiver of the minimum holding period in **Form – VI** after recording in writing his / her reasons in this regard.

## **5.0 Reporting Requirements for transactions in securities**

**5.1** All designated employees of the Company shall be required to forward the following details of their securities transactions including the statement of their dependent family members to the Compliance Officer:

(a) the following forms are to be submitted to the Company at the time of joining the Company:-

- Form B - to be submitted by all directors and officers along with the information of their dependents.
- Form IX - to be submitted by all designated employees along with the information of their dependents.
- Form X - to be submitted by all designated employees along with the information of their dependents. Applicable for all designated employees other than the directors and the officers and their dependents.

(b) Quarterly, half-yearly statements of any transactions in securities of the Company where pre-clearance was obtained in **Form – VII** within 15 days from the end of the quarter/half year; and

(c) annual statement of all holdings in securities in **Form – VIII** latest by April 15.

**5.2** The Compliance Officer shall maintain records of all the declarations given by the designated employees for a minimum period of three years.

**5.3** The Compliance Officer shall place before the Managing Director / CEO / Whole time Director or a Committee specified by the Company, on a monthly basis all details of the dealings in the securities by the designated employees along with their dependent family members of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

## **6.0 Penalty for contravention of Code**

**6.1** Any designated employees who trades in securities or communicates any information for trading in securities, in contravention of the Code may be penalised and appropriate action may be taken by the Company.

**6.2** Designated employees of the Company who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

**6.3** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

**7.0 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992**

**7.1** In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI shall be informed by the Company.

**8.0 Disclosure of interest or holding by Directors', Officers and substantial shareholders pursuant to Regulation 13:**

**8.1. Initial Disclosures**

**8.1.1** Any person who holds more than 5% shares or voting rights in the Company shall disclose to the Company in **Form A** the number of shares or voting rights held by such person on becoming such holder within 2 working days of:-

(a) receipt of intimation of allotment of shares; or

(b) the acquisition of shares or voting rights, as the case may be.

**8.1.2** Any person who is a director or officer of the Company shall disclose to the Company in **Form B** the number of shares or voting rights held and positions taken in derivatives by such person and his/her dependent family members within 2 working days of becoming a director or officer of the Company. (Pursuant to section 194 of the Companies Act, 2013, the Directors and Key managerial persons are prohibited to do forward dealing in the securities.)

**8.1.3** Any person who is a promoter or a part of promoter group shall disclose to the Company in **Form B** the number of shares or voting rights held by such person within 2 working days of becoming such promoter or person belonging to promoter group of the Company.

**8.2 Continual Disclosure**

**8.2.1** Any person holding more than 5% shares or voting rights in the Company shall disclose to the Company within 2 working days in **Form C** the number of shares or voting rights held and change in shareholding or voting rights even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under clause 8.1.1 or under this clause; and such change exceeds 2% of total shareholding or voting rights in the Company.

**8.2.2** Any person who is a director or officer of the Company shall disclose to the Company and the Stock Exchange where the Company's securities are listed within 2 working days in **Form D** the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such designated employees and his dependent family members from the last disclosure made under clause 8.1.2 or under this clause, and the change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

**8.2.3** Any person who is a promoter or part of promoter group of the Company, shall disclose

to the Company and the Stock Exchange where the Company's securities are listed within 2 working days in **Form D**, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such persons from the last disclosure made under clause 8.1.3 or under this clause, and the change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

## **9.0 Amendments**

**9.1** The Code may be amended by the Company from time to time so as to bring it in conformity with subsequent amendments of any relevant statute, SEBI (Prohibition of Insider Trading) Regulations, 1992 on and any change in its own internal policies.

## **10.0 General**

**10.1** Employees are advised to peruse the regulations carefully and acquaint themselves with all the provisions contained therein. The Compliance officer will be available for clarification/assistance that may be necessary.

**ANNEXURE-1**

The Compliance Officer,  
Unishire Urban Infra Limited,  
1, Crooked Lane,  
Kolkata-700069

**Application for Pre-clearance of Trade under SEBI (Prohibition of Insider Trading)  
Regulations, 1992**

I and/ or my dependents family members propose to trade in securities of the Company as under:-

<b>Sl. No.</b>	<b>Particulars</b>	
1.	Name of the applicant	
2.	Designation	
3.	Employee Pay Roll	
4.	Name of the Dependent family member (applicable if they intend to trade in the securities)	
5.	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	
6.	Mode in which the securities are held	
7.	Nature of proposed dealing: (a) Acquisition in the open Market (b) Subscription to the securities (c) Sale of securities	
8.	Proposed date of dealing in securities	
9.	Estimated number of securities proposed to be acquired / subscribed / sold	
10.	Price at which the transaction is proposed	
11.	Current market price (as on the date of application)	
12.	Whether the proposed transaction will be through stock exchange or off market deal	
13.	Proposed mode of dealing in securities : Physical / Dematerialised	
14.	If securities are held / proposed to be dealt in dematerialised form then: <ul style="list-style-type: none"><li>• Name of the Depository</li><li>• DP ID Number</li><li>• Client ID number</li></ul>	

In relation to the above dealing, I undertake that:

I hereby declare that orders in respect of securities of the Company will be executed within one week after the approval of pre-clearance is given failing which I undertake to obtain pre-clearance for the transaction again.

-----  
Signature

Name:  
Designation  
Address

**FORM III**

The Compliance Officer,  
Unishire Urban Infra Limited,  
1, Crooked Lane,  
Kolkata-700069

Date:

**UNDERTAKING FROM A DESIGNATED EMPLOYEE**

I, do hereby undertake that I have read, understood and updated myself from time to time with all the Regulations mentioned in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

I further undertake:

- i. That I do not have any access or have not received any "Price Sensitive Information" upto the time of signing this undertaking.
- ii. That in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance officer of the change in the position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- iii. That I have not contravened the Company's Code for prevention of insider trading as notified by the Company from time to time.
- iv. That I have made a full and true disclosure in the matter.

-----  
Signature

Name:  
Designation  
Address

**FORM IV**  
**(See clause 4.1 of the Code)**

**LETTER CONVEYING PRE - CLEARANCE APPROVAL**

Date

To  
Mr. / Mrs. / Miss-----

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir / Madam,

Please refer to your application dated.....for dealing in the securities of Unishire Urban Infra Limited. Your request has been considered by the Competent Authority and the decision is conveyed to you as under:

<b>Sl. No.</b>	<b>Particulars</b>	
1.	Number & Name of securities held	
2.	Nature of transaction for which approval is sought (Purchase / Sale)	
3.	Number & Name of securities to be dealt	
4.	Approval accorded / not accorded	

For Unishire Urban Infra Limited

(Compliance Officer)

:

**FORM V**  
**(See clause 4.3 of the Code)**

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

The Compliance Officer,  
Unishire Urban Infra Limited,  
1, Crooked Lane,  
Kolkata-700069

Date:

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months/30 days as required under clause 4.2.of the Code for Prevention of Insider Trading of Unishire Urban Infra Limited due to the reason mentioned below:

**I. DETAILS OF THE SECURITIES FOR WHICH WAIVER OF MINIMUM HOLDING PERIOD REQUESTED BY A DESIGNATED EMPLOYEE HELD IN HIS OWN NAME**

Sl. No.	Date of acquisition	Name of the Designated Employee	No. of securities held	Folio No. / DP ID/ Client ID	Number of securities proposed to be disposed off	Reason for waiver of minimum period
1	2	3	4	5	6	7

**II. DETAILS OF THE SECURITIES FOR WHICH WAIVER OF MINIMUM HOLDING PERIOD REQUESTED BY DEPENDENT FAMILY MEMBERS**

Sl. No.	Date of acquisition	Name of the dependent family member	No. of securities held	Folio No. / DP ID/ Client ID	Number of securities proposed to be disposed off	Reason for waiver of minimum period
1	2	3	4	5	6	7

I declare that the above details are true and correct.

Thanking you,  
Yours faithfully,

-----  
Signature

Name:  
Designation  
Address

**FORM VI**  
**(See clause 4.3 of the Code)**

**LETTER CONVEYING DECISION FOR WAIVER OF MINIMUM**  
**HOLDING PERIOD**

Date

To  
Mr. / Mrs. / Miss-----

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir / Madam,

Please refer to your application dated.....requesting for waiver of the minimum period of holding of securities of Unishire Urban Infra Limited. Your request has been considered by the Competent Authority

Number of securities to be dealt	
Approval accorded / not accorded	

For Unishire Urban Infra Limited

(Compliance Officer)

**FORM VIII**  
**(See clause 5.1 of the Code of Conduct)**

**ANNUAL DISCLOSURE OF TOTAL TRANSACTIONS IN SECURITIES**

Date

The Compliance Officer,  
Unishire Urban Infra Limited,  
1, Crooked Lane,  
Kolkata – 70069.

Dear Sir,

Pursuant to regulation 5.1(c) of Part A of Schedule I of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, I declare that I / my dependant family member have dealt in the securities of Unishire Urban Infra Limited during the period 01.04..... to 31.03..... the details of which are as under:

**I DETAILS OF THE SECURITIES TRADED BY DESIGNATED EMPLOYEE IN HIS OWN NAME**

<b>Sl. No.</b>	<b>Particulars</b>	<b>(To be filled up)</b>
1.	Name	
2.	Designation	
3.	Department	
4.	No. of shares held as on 01.04.....	
5.	No. of shares bought during the year	
6.	Consideration Paid	
7.	No. of shares sold during the year	
8.	Consideration Received	
9.	No. of shares held as on 31.03.....	
10.	Date of Approvals (if any)	
11.	Folio No. / DP ID/ Client ID	

**II DETAILS OF THE SECURITIES TRADED BY DEPENDENT FAMILY MEMBERS**

<b>Sl. No.</b>	<b>Particulars</b>	<b>(To be filled up)</b>
1.	Name of Relative	
2.	Relationship	
3.	No. of shares held as on 01.04.....	
4.	No. of shares bought during the year	
5.	Consideration Paid	
6.	No. of shares sold during the year	
7.	Consideration Received	
8.	No. of shares held as on 31.03.....	
9.	Date of Approvals (if any)	
10.	Folio No. / DP ID/ Client ID	

I further declare that the above disclosures are true and correct and are in accordance with the previous disclosures given to the Company.

-----  
Signature

Name:  
Designation  
Address:

## Format of Pre-Dealing Approval Letter

Date:

To

Mr./Ms.

Designation:

Pre-dealing Approval/Disapproval-Your application dated:\_\_\_\_\_

Dear Sir/Madam,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are/your Dependant \_\_\_\_\_ is hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representation and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for one week). If you/your Dependant do(es) not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are to require filling the details of the executed transactions in the attached format within two (2) working days from the date of transactions/deal. In case the transaction is not undertaken a 'NIL' report shall be necessary.

Yours truly,

For Unishire Urban Infra Ltd

Compliance Officer

## Format for Disclosure of Transaction

Date:

To  
The Compliance Officer,  
Unishire Urban Infra Ltd

Dear Sir/Madam,

### Details of Transaction

**Ref: Your approval letter dated \_\_\_\_\_ (in case of pre-approved transaction)**

I hereby inform you that I/my

\*have not bought/sold/subscribed any securities of the Company.

\*have bought/sold/subscribed to the Securities (give description) as mentioned below on  
\_\_\_\_ (insert date)

Name of Holder	First/Joint Holder	No. of Securities dealt with	Brought/Sold /Subscribed	DP ID/Client ID (electronic form) Folio no. for physical where the Securities will be debited or credited	Price (Rs.)

In connection with the aforesaid transaction (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from the brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transaction)
4. Copy of delivery instruction slips (applicable in case of sell transaction)

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws regulations have been contravened for effecting the above said transaction (s)

I agree not to buy/sell the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase/sell transaction by Specified persons only).

I agree to hold the above Securities for a period of 30 days from the date of allotment (applicable in case of subscription in the primary market (initial public offer) by Specified Persons only).

I agree to hold the above Securities for a minimum period of 30days. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance officer) for necessary approval. (applicable in case of purchase/subscription)

Yours faithfully,

Signature:

Name:

Designation

**FORM A**

**SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**  
[Regulations 13 (1) and (6)]

**(See clause 8.1.1 of the Code of Conduct)**

**Regulation 13(1) – Details of acquisition of 5% or more shares in a listed company**

Name, PAN No. & Address of shareholder with telephone number	Shareholding prior to acquisition	No. and percentage of shares/ voting rights acquired	Date of receipt of allotment/ advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Shareholding subsequent to acquisition	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value
1	2	3	4	5	6	7	8	9	10	11

Signature:  
Name:  
Designation:  
Telephone No.:

**FORM B**  
**SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**  
 [Regulations 13 (2) and (6)]  
**(See clause 8.1.2 of the Code of Conduct)**

Regulation 13(2) – Details of shares held or positions taken in derivatives by Director or Officer of a listed company and his dependents

Name, PAN No. & Address of Director/ Officer	Date of assuming office of Director/ Officer	No. & % of shares/ voting rights held at the time of becoming Director/ Officer	Date of intimation to Company	Date of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value
1	2	3	4	5	6	7	8	9

Signature:

Name:

Designation:

Telephone No.:

Note: Pursuant to section 194 of the Companies Act, 2013, the Directors and Key managerial persons are prohibited to do forward dealing in the securities.

**FORM C**  
**SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**  
 [Regulations 13 (3) and (6)]  
**(See clause 8.2.1 of the Code of Conduct)**

Regulation 13(3) – Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & Address of shareholders	Shareholding prior to acquisition / sale	No. & % of shares/ voting rights acquired / sold	Receipt of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase/public/ rights/ preferential offer etc.)	No. & % of shares/voting rights post-acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
1	2	3	4	5	6	7	8	9	10	11	12	13

Signature:  
 Name:  
 Designation:  
 Telephone No.:

**FORM D**  
**SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**  
 [Regulations 13 (4) and (6)]  
**(See clause 8.2.2 of the Code of Conduct)**

Regulation 13(4) – Details of change in shareholding of Director or Officer of a listed company and his dependents

Name, PAN No. & Address of Director/ Officer	No. & % of shares/ voting rights held by the Director/ Officer	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to Company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/post acquisition/ voting rights sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
1	2	3	4	5	6	7	8	9	10	11	12

Signature:

Name:

Designation:

Telephone No.:

## **SCHEDULE II**

**[Refer under Regulation 12(2)]**

### **CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING**

#### **1.0 Corporate Disclosure Policy**

**1.1** To ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed by the Company

#### **2.0 Prompt disclosure of price sensitive information**

**2.1** Price sensitive information shall be given by the Company to stock exchange(s) and disseminated on a continuous and immediate basis.

**2.2** The Company may also consider ways of supplementing information released to stock exchange(s) by improving investor access to their public announcements.

#### **3.0 Overseeing and co-coordinating disclosures**

**3.1** The Company's Compliance Officer to oversee corporate disclosures.

**3.2** He shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of price sensitive information to stock exchange(s), analysts, shareholders and media, and educating staff on disclosure policies and procedure.

**3.3** Information disclosure / dissemination may normally be approved in advance by the Compliance officer for the purpose.

**3.4** If information is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer immediately, even if the information is not considered price sensitive.

#### **4.0 Responding to market rumors**

**4.1** The Managing Director/ Whole Time Director shall decide whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

#### **5.0 Timely Reporting of shareholdings / ownership and changes in ownership**

**5.1** Disclosure of shareholdings / ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under SEBI Act, 1992, any other Act and the listing agreement shall be made in a timely and adequate manner.

#### **6.0 Disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

### **6.1 Only public information to be provided**

The Company shall provide only public information to the analyst / research persons / large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

### **6.2 Recording of discussion**

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

### **6.3 Handling of unanticipated questions**

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

### **6.4 Simultaneous release of Information**

When the Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

### **7.0 Medium of disclosure / dissemination**

(i) Disclosure / dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

(ii) The Company shall ensure that disclosure to stock exchanges is made promptly.

(iii) The Company may also facilitate disclosure through the use of their dedicated Internet website.

(iv) The Company's website may provide means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

(v) The information filed by the Company with Exchange(s) under continuous disclosure requirement may be made available on the Company's website.