



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THE CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Reviewing and Approving Authorities

Authority	Designation
Prepared By	Harshini D.Ajmera , Compliance Officer
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I] CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

1. INTRODUCTION

The Board of Directors of Ajmera Realty & Infra India Limited (the “**Company**”) (ARIL) has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (together referred to as the “**Code**”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (“**Regulations**”).

2. PURPOSE OF THIS CODE

The provisions of the Code are designed to prohibit Designated Persons and their Immediate Relative(s) from (i) Trading / dealing either on his/her behalf or through any agent or on behalf of any other person in the Securities of the Company or of companies specified in the Restricted List when in possession of UPSI; and (ii) communicating, providing or allowing access, directly or indirectly, to any UPSI relating to Securities of the Company or of companies specified in the Restricted List to any person.

The Code also serves to implement the requirements of the Regulations on such matters.

3. DEFINITIONS:

As used in this Code:

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992.
- b) “**Board**” means Board of Directors of the Company.
- c) “**Code**” means this Code of Conduct to regulate, monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as applicable, including modifications made thereto from time-to-time.
- d) “**Company**” means Ajmera Realty & Infra India Limited (ARIL).
- e) “**Compliance Officer**” means any person designated as the Compliance Officer of the Company in accordance with the requirements as stipulated under the Regulations.
- f) “**Connected Person**” means:
 - (i) 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.



- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of 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; or
 - (g) 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
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
- g) **“Designated Persons”** means: -
- (i) all employees of the Company;
 - (ii) all promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - (iii) employees of the Company’s material subsidiaries (if any), intermediary and fiduciary, if any, designated on the basis of their functional role or access to UPSI in the organization by their board of directors.
 - (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the intermediary, fiduciary and its material subsidiaries, if any, irrespective of their functional role in the organization or ability to have access to UPSI;
 - (v) Any support staff of intermediary or fiduciary such as IT Staff or secretarial staff who have access to unpublished price sensitive information;
 - (vi) any other person as may be identified and decided by the Compliance Officer in consultation with the Board.
- h) **“Director”** means a member of the Board of Directors of the Company.
- i) **“Financially literate”** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- j) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges



- k) **“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.

- l) **“Insider”** means any person who is:
 - (i) a Connected Person; or
 - (ii) in possession of or having access to UPSI.

- m) **“Key Managerial Person”** means persons as defined in Section 2(51) of the Companies Act, 2013.

- n) **“Legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

- o) **“Listed Company”** shall mean a company, whose Securities are listed or proposed to be listed on a recognized stock exchange in India;

- p) **“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

- q) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

- r) **“SEBI”** shall mean the Securities Exchange Board of India.

- s) **“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.

- t) **“Securities of the Company”** shall mean the Equity and other Securities issued by the Company from time to time and which are listed on a recognized stock exchange in India.

- u) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

- v) **“Trading Day”** means a day on which the recognized stock exchanges in India are open for trading.



- w) **“Trading”** means and includes an act of subscribing to, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.
- x) **“Trading Window”** means a trading period as specified by the Company from time to time for trading in the Company’s Securities.
- y) **“Unpublished Price Sensitive Information” / “UPSI”** means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of such Securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) such other information as may be specified by the Compliance Officer for this purpose.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, or the Depositories Act, 1996 and rules and regulations made thereunder and as may be amended from time to time.

4. **COMPLIANCE OFFICER:**

The Company Secretary, who will be financially literate, shall act as the “Compliance Officer” to ensure the compliance and effective implementation of the Regulations and the Code across the Company. The Compliance Officer shall work under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall report to the Board of Directors for matters concerning this Code and shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.

The Board of Directors shall in consultation with the Compliance Officer specify the Designated Persons to be covered by this Code on the basis of their role and function in the organization.

The Compliance Officer shall act as the focal point for dealings with the SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

In the event the position of the Compliance Officer falling vacant, till such time a successor is appointed, the Chief Executive Officer of the Company shall be entitled to designate any senior



person of the Company to act as the Compliance Officer under this Code, for the interim period.

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for *inter alia*:

- a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board / Audit Committee;
- b) prescribing procedures for various activities referred in the Code;
- c) compliance with the policies and procedures referred hereinabove;
- d) monitoring adherence to the rules for the preservation of UPSI;
- e) grant of pre-trading approvals to the Designated Persons (including on behalf of their Immediate Relative) for Trading in the Securities of the Company or any Securities by them / their Immediate Relative and monitoring of such Trading;
- f) implementation of this Code under the general supervision of the Board / Audit Committee.

The Compliance Officer shall seek record (in electronic form) of the Designated Persons and their Immediate Relative and changes thereto from time-to-time.

The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and the Code.

The Compliance Officer shall place status reports / confirmation before the Chairman of the Audit Committee, summarizing the Trading in the Securities by the Designated Persons that such persons had executed in accordance with the pre-trading procedure prescribed under the Code.

5. HANDLING OF UPSI

a) Preservation of Unpublished Price Sensitive Information

A Designated Person shall maintain the confidentiality of all UPSI coming into his/her possession or control.

To comply with this confidentiality obligation, such Designated Person shall not:

- (i) communicate, provide or allow access of UPSI to any person, directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- (ii) discuss UPSI in public places, or
- (iii) disclose UPSI to any employee who does not *need to know* the information for discharging his or her duties or legal obligations, or
- (iv) recommend to any person (including an Immediate Relative) to undertake Trading in Securities, while being in possession, control or knowledge of UPSI.



b) Need to know / Chinese Wall:

A Designated Person, who is privy to UPSI, shall handle the information known to him/her strictly on a “Need to Know” basis. This means the UPSI shall be disclosed only to those persons within the Company, who need to know the same in furtherance of legitimate purposes, in the course of performance of duties, or discharge of legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the UPSI. Such persons shall be identified and secluded within a ‘Chinese wall’ or information barrier by the Compliance Officer from the rest of Company for a particular purpose or for a specified period of time. In the event that the Designated Person is sharing or communicating or disclosing UPSI on any other basis i.e. cross the wall, then the same shall be done with the consent of the Compliance Officer.

The Company shall also set up a process for how and when people are brought ‘inside’ on sensitive transactions pertaining to the Company. Such individuals will be made aware of the duties and responsibilities attached to the receipt of such UPSI, and the liability that attaches to misuse or unwarranted use of such UPSI.

c) Limited access to confidential information:

The Designated Person privy to UPSI shall at all times preserve the confidentiality of information and prevent its wrongful dissemination. The Designated Person shall adopt the safeguards / follow the guidelines for maintenance of electronic records and systems, as may be prescribed, by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

d) No Trading:

The Designated Person shall not Trade in Securities of the Company and of other listed companies while in possession of UPSI, except as provided under the Regulations. When a person who has traded in such Securities has been in possession of UPSI, his/ her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/ her possession, unless the Designated Person proves his/ her innocence by demonstrating the circumstances including the circumstances enumerated under the Regulations.

e) An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- (i) entails an obligation to make an open offer under the Takeover Regulations, where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- (ii) does not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally



available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the above purposes, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this Clause and shall not otherwise Trade in Securities of the Company, when in possession of UPSI.

f) Maintenance of Structured Digital Database

A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under this Code or the Regulations along with the permanent account number (“PAN”) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. TRADING WINDOW:

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.

The Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons and their Immediate Relatives for such period as may be determined by the Compliance Officer, when a Designated Person or class of Designated Persons are reasonably expected to have UPSI, in connection with the following:-

- (a) declaration of financial results,
- (b) declaration of dividends,
- (c) change in capital structure,
- (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions,
- (e) changes in key managerial personnel, and
- (h) such other information as may be specified by the Compliance Officer for this purpose.

Provided that in connection with the declaration of financial results on quarterly /half yearly/yearly basis , the Trading Window can remain closed from from the end of the every quarter till 48 hours after the declaration of financial results. **Further the gap between clearance of financial results/ accounts by Audit Committee and Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.**

In any other case, if required to close the Trading Window, it shall be closed 7 (seven) days prior to the date of the Board/Audit Committee meeting to consider any material event which may be substantially price sensitive information and the same shall be opened 48 hours after the declaration of outcome of the meeting (i.e. information becomes generally available).



The Trading Window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a Designated Person(s) or class of Designated Persons can be reasonably expected to possess UPSI.

All the Designated Persons and their Immediate Relatives shall strictly conduct Trading in the Securities of the Company only when the Trading Window is open. No Designated Person or their Immediate Relative shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time. The provisions for 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.

In case of Employee Stock Option Plans (“**ESOPs**”), exercise of option shall be allowed during 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.

Trading window restriction shall not be applicable under in respect of transaction under clauses (i) to (iv) of sub regulation 1 of 4 of Securities Exchange Board of India (SAST) Regulations, 2015 and pledge of shares.

7. **PRE-CLEARANCE OF TRADES**

a) Applicability:

Every Designated Person (including on behalf of its Immediate Relative), who propose to execute Trade, exceeding 2% of paid-up share capital of the company, to obtain a *pre-trading* approval manually as per the format given in **Schedule I** for Trading in Securities of the Company or Securities of the Company. The aforesaid requirement of obtaining pre-clearance will apply also for trading in Securities by the Designated Person through portfolio management services in any manner.

b) Pre-Trading Procedure:

For the purpose of obtaining a *pre-trading* approval, the concerned Designated Person (including on behalf of its Immediate Relative, who propose to execute Trade) to make an application along with the declaration to the Compliance Officer. The Compliance Officer should submit his/her application for *pre-trading* approval to the Audit Committee.

Such application should be complete and correct in all respects and should be accompanied by such undertakings and declaration as may be prescribed by the Compliance Officer from time-to-time. Such undertaking shall incorporate, inter-alia, following clauses, as applicable:

- (i) That the Designated Person does not have any access or nor has he/she received UPSI upto the time of signing the undertaking.
- (ii) That in case the Designated Person has access to or receives UPSI 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 trading in the Securities till the time such information becomes public.

- (iii) That he / she has not contravened this Code.
- (iv) That he / she has made a full and true disclosure in the matter.
- (v) That he/she will go ahead with the transaction only after receiving the pre-clearance.

c) Approval:

The Compliance Officer shall consider a completed application and shall either approve or reject it within 7 (seven) Trading Days of the receipt of the application.

Every approval shall be valid for a period of 7 (seven) Trading Days from the date of approval.

In the absence of the Compliance Officer due to leave, etc., any employee within the Compliance team of the Company designated by the Compliance Officer shall discharge the function referred above.

d) Restricted List :

The Company prohibits trading in Securities of other listed companies and shall maintain a list of such listed companies ("**Restricted List**"). A Designated Person and its Immediate Relative shall not be permitted to trade in Securities of other listed companies, that are on the Restricted List.

The Restricted List shall comprise of Securities of listed companies in which the company is considering / discussing a proposal of investing or providing credit facility, which will make the Company or any Designated Person privy to UPSI of such listed company.

The Compliance Officer shall prepare and maintain Restricted List of listed companies . The Restricted List shall be kept confidential with the Compliance Officer and shall be used as the basis for approving or rejecting applications for pre-trading approval.

e) Completion of Pre-cleared Trading

All Designated Persons shall ensure that they / their Immediate Relatives complete execution of every pre-cleared Trade in the Securities of the Company or other the listed company, as prescribed above, no later than 7 (seven) Trading Days from the date of the approval. The Designated Persons shall file within 2 (two) Trading Days of the execution of the Trade, the details of such Trade, with the Compliance Officer. In case a Trade is not executed by the concerned Designated Person / Immediate Relative, the same should be informed to the Compliance Officer to that effect. The Designated Person shall apply once again to the Compliance Officer for pre-clearance of the trades covered under the said approval.



f) Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Securities of the Company and/ or of other listed company.

8. TRADING PLAN:

In accordance with Regulation 5 of the Regulations, a Designated Person shall be entitled to formulate a trading plan in relation to the Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan. The procedure for obtaining approval for trading plan is set out in **Annexure 5** hereto.

9. CONTRA TRANSACTIONS IN THE SECURITIES:

Securities of the Company:

The Designated Persons and/or their Immediate Relatives, who trade in Securities of the Company shall not enter into a contra transaction/ trade in the Securities of the Company for a period of not less than 6 (six) months from the execution of the trade.

Securities other than Securities of the Company:

The Designated Persons and/or their Immediate Relative, who trade in Securities (other than Securities of the Company) for which pre-clearance has been obtained in accordance with this Code, shall not enter into a contra transaction/ trade in the same Securities for a period not less than 6 (six) months from the execution of the trade.

The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. Should an opposite transaction/ contra trade be 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 SEBI for credit to the Investor Protection and Education Fund administered by it under the Act.

The aforesaid restriction shall not apply for trades to be executed pursuant to exercise of ESOPs of the Company.

10. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

Initial Disclosure relating to Securities of the Company:

a) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose their holding, and the holding of their Immediate Relative and of any other person for whom such person takes trading decisions, in the Securities of the Company (including



derivatives) to the Compliance Officer within 30 (thirty) days of the Regulations taking effect, in prescribed format (**Annexure 1**).

- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter of the Company shall disclose their holding, and the holding of their Immediate Relative and of any other person for whom such person takes trading decisions, in the Securities of the Company (including derivatives) as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter, as the case may be, in prescribed format (**refer Annexure 2**).

Continual disclosure relating to Securities of the Company:

Every Promoter, Director and Designated Person of the Company shall disclose in prescribed format (**Annexure 3**) to the Compliance Officer the number of Securities (including derivatives) of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, 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 Rs. 10,00,000 or such other value as may be specified. The Company shall notify the particulars of such trading to the stock exchanges on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.

Disclosures by other connected persons

The Company may at its discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and the Regulations.

Disclosure relating to Securities of listed companies:

The Designated Persons shall make an Annual Disclosure to the Company, of holding in Securities of other listed companies, by such Designated Persons or their Immediate Relative or such other person(s) for whom such Designated Persons takes trading decisions as on date of joining the Company and as on March 31, every year. Such disclosure shall be submitted within 15 days from the date of joining the Company and end of March 31 every year.

Annual Disclosure relating to Designated Person:

Every Designated Person shall disclose the names and PAN or any other identifier authorized by law of the following persons to the Company on an annual basis in prescribed format (**Annexure 4**) and as and when the information changes:

- a) Immediate Relatives of such Designated Person;
- b) persons with whom such Designated Person shares a Material Financial Relationship;



- c) phone and mobile /cell numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Maintenance of records:

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

1. The Chief Executive Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations and the Code to prevent insider trading.
2. The internal controls shall include the following:
 - (a) all employees who have access to UPSI are identified as Designated Persons;
 - (b) all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations;
 - (c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Regulations;
 - (d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - (e) all other relevant requirements specified under the Regulations shall be complied with;
 - (f) on an annual basis the review should be conducted to evaluate effectiveness of such internal controls.
3. The Board of Directors of the Company shall ensure that the Chief Executive Officer, or the Compliance Officer of the Company ensures compliance with the above.
4. The Audit Committee shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

12. PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI:

The procedures for conduct of inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information are laid down in the



Policy adopted by the Company in that behalf pursuant to Regulation 9A(5) of the Regulations.

13. PENALTY FOR CONTRAVENTION:

Every Director, Promoter and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

Any Designated Person who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of such Designated Person an Employee may shall include wage freeze, suspension, recovery, clawback, disgorgement of profits, ineligibility for future participation in ESOP, or termination of employment, etc as may be decided by the Chief Executive Officer or the Board of Directors of the Company.

Action taken by the Company for violation of the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case, it is observed by the Compliance Officer that there has been a violation of the Regulations or the Code by any Designated Person, he/she shall forthwith inform the Chief Executive Officer of the Company about the violation and necessary penal action will be initiated by the Company. The SEBI would also be informed about the violation of the Regulations so that appropriate action can be taken.

14. JURISDICTION:

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Mumbai, India.

15. CLARIFICATIONS:

For all queries concerning this Code, please contact the Compliance Officer.



SCHEDULE I

FORM - A

FORM FOR APPLICATION FOR PRE-CLEARANCE OF TRADES

To
Date:
The Compliance Officer / MD & CEO/ Committee
Ajmera Realty & Infra India Limited
"Citi Mall", 2nd Floor, New Link Road, Andheri (W),
Mumbai - 400 053

Dear Sir/ Madam,

I Mr./Ms. _____, hereby give a notice pursuant to Insider Trading Policy of your company, that I wish to trade in Securities of the Company as under:

1. Details of proposed transaction:

Nature of Transaction (Whether "Buy" or "Sell")	Name of Proposed Buyer/Seller	No. of Equity Shares to be Bought/Sol d	*Date of Purchase/ allotment

2. Person executing the trade (please tick box)

Self

HUF

Immediate Relative

(specify name and relationship)



3. Details of Intended trade:

Name of the Depository Participant (DP)	
DP-ID/Client-ID / Folio Number:	
PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

In relation to the above trade(s), I declare that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(_____)

Name:

Designation:

Department:

Location:



FORM - B

FORM FOR INTIMATION OF ACTUAL TRADE AFTER OBTAINING PRE-CLEARANCE OF TRADES

To
The Compliance Officer / MD & CEO/ Committee
Ajmera Realty & Infra India Limited
"Citi Mall", 2nd Floor, New Link Road, Andheri (W),
Mumbai - 400 053

Date:

Dear Sir/ Madam,

I Mr./Ms. _____ hereby give a notice pursuant to Insider Trading Policy of your company, that I have traded in Securities of the Company as under:

2. Details of actual transaction:

Nature of Transaction (Whether "Buy" or "Sell")	Name of Proposed Buyer/Seller	No. of Equity Shares to be Bought/Sol d	*Date of Purchase/ allotment

2. Person executing the trade (please tick box)

Self

HUF

Immediate Relative

(specify name and relationship)

3. Date of application of Pre - Clearance:

4. Date of Pre - Clearance obtained:



5. Details of actual trade:

Name of the Depository Participant (DP)	
DP-ID/Client-ID / Folio Number:	
PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

6. In relation to the above trade(s), I declare that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(_____)

Name:

Designation:

Department:

Location:



ANNEXURE 1

**FORMAT FOR DISCLOSURE OF PARTICULARS BY
PROMOTER / KEY MANAGERIAL PERSONNEL / DIRECTOR/ DESIGNATED PERSON**

Date:
To,
The Compliance Officer,
Dear Sir,
My personal details are as under:

NAME OF PROMOTER/ KEY MANAGERIAL PERSONNEL (KMP) /DIRECTOR/ Designated Person FOLIO NO. / DP ID & CLIENT ID _____ PAN: _____ Phone: _____ Mobile: _____ LOCATION _____ DATE OF APPOINTMENT _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading by Designated Persons, I hereby declare that I have the following Immediate Relative(s):

Sr. No.	Name of the Immediate Relative	Relationship with Director/KMP/ Designated Person	Folio No./ DP ID & Client ID

I hereby undertake to inform the changes in the above details from time-to-time. I hereby declare that the above details are true, correct and complete in all respects.

Signature:
Name:



ANNEXURE 2

Initial Disclosure under Regulation 7 (1) (a) read with Regulation 6 (2)

Name of the company: _____

ISIN of the company: _____

Details of Securities of the Company held by Promoter, Key Managerial Personnel (KMP), Director, Designated Person and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others, etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	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	
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Signature:
 Designation:
 Date:
 Place:



ANNEXURE 3

FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY PROMOTER/ DIRECTORS/ EMPLOYEES PURSUANT TO REGULATION 7 (2) READ WITH REGULATION 6(2)

(To be submitted within 2 Trading Days of transaction/Dealing in Securities (including derivatives) of the Company)

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & addresses of Promoter / Employee / Director with contact nos.	Category of Person (Promoters / KMP/ Directors / immediate relatives /other s, etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed		% of Share holding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of initiation of transaction to company	Mode of acquisition (market purchase /public rights preference	Trading in derivatives (Specify type of contract, Futures or Options, etc.)	Exchange on which the trade was executed		
		Type of security	No.	Type of security	No.	Pre transaction	Post transaction	From	To						
		(For e.g. - Shares, Warrants, Convertible Debentures, etc.)		(For e.g. - Shares, Warrants, Convertible Debentures, etc.)											
												Buy	Sell		
												Value	Number of units (contract size)	Value	Number of units (contract size)



													e)			
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Signature:
Designation:

Place:
Date:



ANNEXURE 4

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Annual disclosure to the Company by Designated Persons

To
The Compliance Officer
[•]

Please find below the details pertaining to me and that of my immediate relatives and persons with whom I share a material financial relationship, required to be given in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

Name of the Designated Person , Department & Employee Code.	
Name of educational institutions from which designated person has graduated (Not required if provided earlier)	
Name/s of the past employer/s (Not required if provided earlier)	
Name of immediate relatives and persons with whom Designated Person shares a material financial relationship	
PAN of immediate relatives and persons with whom Designated Person shares a material financial relationship	
Phone and mobile numbers of Designated Person and his/her immediate relatives and persons with whom he/she shares a material financial relationship	

I declare that the above information is true and correct to the best of my knowledge and belief.

Date : _____ Signature : _____



ANNEXURE 5

TRADING PLAN APPROVAL PROCEDURE

- a) A Designated Person is entitled to formulate a trading plan in relation to the Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- b) The trading plan shall:
 - (i) not entail commencement of trading on behalf of the Designated Person earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of Securities of the Company to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in Securities of the Company for market abuse.
- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations or the Code. He shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.
- d) The Designated Person shall not be required to obtain pre-clearance of trades in the Securities of the Company, which are executed as per an approved trading plan. Further trading window norms and restrictions on contra trade as set out in the Code shall not be applicable for trades carried out in accordance with an approved trading plan.
- e) The trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the trading plan, without being entitled to either deviate from it or to execute any trade in the Securities of the Company outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the trading plan, the Designated Person is in possession of any UPI and the said information has not become generally available at the time of the commencement of implementation. The Compliance Officer shall confirm that the commencement of the trading plan shall be deferred until such UPI becomes generally available information. Further, the Designated Person shall also not be allowed to trade in Securities of the Company, if the date of trading in Securities of the Company, as per the approved trading



plan, coincides with the date of closure of the Trading Window announced by the Compliance Officer.

- f) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities of the Company are listed.



II] CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to Regulation 8(1) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations")

Ajmera Realty & Infra India Limited (the "**Company**") has formulated this Code in adherence to the principles set out in Schedule A of the Regulations. The Company shall follow below principles to ensure timely, fair and adequate disclosure of Unpublished Price Sensitive Information ("**UPSI**"):

- a) The Company shall promptly disclose the UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- c) The Compliance Officer of the Company shall act as the "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI. The UPSI shall be hosted on the website of the Company after the information is furnished to the Stock Exchanges.
- d) The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) The Company shall make all efforts to clarify rumors/queries on news report and request for verification of market rumors by regulatory authorities, by providing fair and adequate response.
- f) The Company shall ensure that the information shared with the analysts and research personnel is not UPSI.
- g) The Company shall develop 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 is made.
- h) All UPSI shall be handled only on a need to know basis.
- i) The Company will ensure that the dissemination of UPSI by a Designated Person is solely for (i) "legitimate purposes"; (ii) in the performance of duties; or (iii) the discharge of legal obligations.

For the purposes this Code, "legitimate purposes" shall include sharing UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in the ordinary course



of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the Regulations.

- j) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “insider”. The Company shall give due notice to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Regulations.
- k) The Company shall enter the details of the person or entity with whom UPSI is shared in a digital database.

This Code shall be published on the website of the Company. This Code is subject to review from time to time and every amendment thereto shall be intimated to the stock exchange(s) where the securities of the Company are listed. The Board of Directors of the Company reserves right to stipulate further guidelines, procedures and practices in order to ensure fair disclosure of UPSI.

This Code shall come into immediate effect.