

## **CODE OF CONDUCT FOR TRADING IN SECURITIES OF THE COMPANY IN TERMS OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**

### **Insider Trading Regulation**

The employees and Directors of the Company and other persons connected with the Company may have access to the price sensitive information, which the common investor does not have. These persons, by virtue of their privileged position can deal in the securities of the Company and make gains at the cost of the common investor. This type of practice is unethical and needs to be curbed. This erodes the confidence of the common investor in the Company and the integrity of its Management.

The Securities and Exchange Board of India (SEBI) had formulated the SEBI (Insider Trading) Regulations, 1992 which were substantially amended vide notification no. 221(E) dated 28.02.2002 and further modified by SEBI notification dated 19th November, 2008. These Regulations prohibit an insider from dealing in the securities of a company listed on any Stock Exchange on the basis of any unpublished price sensitive information. It also prohibits the communication of any unpublished price sensitive information to any person except when required under law. Further, counseling or procuring any person to deal in the securities of any Company on the basis of any unpublished price sensitive information is also prohibited under the Regulations.

This Code as enumerated below will be known as "Code of Internal Procedures and Conduct for Trading in Securities of the Company" (hereinafter called "Code") framed pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended in 2002 (hereinafter called Regulations).

The objective of this Code is to enable the employees appreciate the law relating to prohibition on insider trading and to apprise them about the Company's policy and Code for dealing in the securities of the company for the benefit of and compliance by all concerned

The Securities and Exchange Board of India (SEBI) in its endeavour to protect the interests of investors in general has formulated the SEBI (Insider Trading) Regulations, 1992 under the Powers conferred on it under the SEBI Act, 1992.

Under the aforesaid regulations, the Listed Companies have to formulate their own Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices. The Board of Directors has accordingly formulated the Code for adoption by the Directors, Designated Employees and other Officers of the Company who at any point of time deal in securities of the Company. All the Senior Executives/other staff members are required to comply with the following in compliance with the aforesaid Code.

- i) They shall disclose to the Company, the number of shares or voting rights held by them and their dependents in Ansal Buildwell Ltd. within 4 working days of their

becoming Executive/Officer of the Company. The aforesaid applies to new employees and the existing employees shall also notify their holdings as per enclosed Form.

In the aforesaid connection, the information about holding in the equity shares of the company should be sent to Shri Ashok Babu, Addl.V.P. & Company Secretary hereafter referred to as "Compliance Officer".

Shri P. S. Sharma, the Sr.GM (P&A) will collect this information and pass on to the Compliance Officer about new recruitments in the company and with regard to the others, the information shall be sent by them directly to the "Compliance Officer".

ii) **Continual Disclosure**

All the Executives/Officers of the Company shall disclose to the company, the change in shareholding or voting rights, if there has been a change in such holdings of the Company from the last disclosure, as per enclosed Form.

The disclosure shall be made within 4 working days of:

- a) the receipt of intimation of allotment of shares, or
- b) the acquisition or sale of shares or voting, as the case may be.

iii) The Board of Directors of the Company has fixed threshold limit of **trade** in equity shares of the company for the Designated Employees and other Officers of the Company to a limit of 5000 equity shares in a calendar quarter. All deals by the Designated Employees exceeding the aforesaid limit shall require pre-clearance from the Compliance Officer in the application format.

iv) **The Designated Employee' means:-**

- i) Every Employee in the top three layers of the Management (AGM & above).
- ii) Every Employee in the Corporate Finance & Accounts Department and Secretarial Department; and
- iii) Any other Employee as may be designated by the Compliance Officer in consultation with the Chairman cum Managing Director of the Company considering the objectives of the Code.

As the formalities under the Code are quite essential, all concerned are requested to check/inform Secretarial Department as and when they and their dependents transact in the securities of the company. They are required to get in touch with

Compliance Officer Mr. Ashok Babu, Addl.VP & Company Secretary for any clarification.

- v) **The designated persons shall not conduct any dealing in the securities of the company during the closure of the Trading Window.**

The Trading Window will be closed before 15 days of the happening of the following events and shall remain closed upto 48 hours after the publication of the price sensitive information:

- i) Declaration of Financial Results (Quarterly, Half yearly and Annual)
- ii) Declaration of Dividends (interim and final)
- iii) Issue of Securities by way of public/rights/bonus etc.
- iv) Any major expansion plan or execution of new project.
- v) Amalgamation, mergers, takeovers and buy back.
- vi) Disposal of the whole or substantially the whole of the undertaking.
- vii) Any changes in policies, plans or operations of the Company.

The trading person after having pre-clearance for purchase shall hold the shares for a minimum period of 30 days.

- vi) **Penalty for Contravention**

All the designated persons shall be individually responsible for complying with the aforesaid Code including to the extent these are applicable to his/her dependants.

The violation of the Code shall attract disciplinary action against the concerned officer.

- vii) The information in enclosed Form shall be again given to the Compliance Officer by all concerned on yearly basis i.e. in the month of April every year.

All executives are requested to adhere to the requirements of the Code. The undersigned will always be available for any kind of assistance required by any one in compliance with the above Code.







