

**ANSAL BUILDWELL LIMITED**

Ref: SECY/2019

3<sup>rd</sup> April, 2019

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING  
AND REPORTING OF TRADING BY INSIDERS**

**[Pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015]**

**CIRCULAR**

We would like to inform you that the Securities and Exchange Board of India (SEBI) in its endeavour to protect the interest of investors in general has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015, and amended from time to time, under the powers conferred on it under the Securities and Exchange Board of India Act, 1992.

Under the aforesaid regulations, Board of Directors of the listed companies have to formulate their own code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations. The Board of Directors of the Company, in their meeting held on 29<sup>th</sup> May, 2015, have accordingly formulated the code of conduct for adoption by all designated persons for the Company who at any point of time deal in securities of the Company. All designated persons and immediate relatives of designated persons are required to comply with the aforesaid codes.

**1. Definitions.**

1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992

1.2 **“Board”** means the Securities and Exchange Board of India.

1.3 **“Code”** or **“Code of Conduct”** shall mean the code of Internal procedures and conduct for Regulating, Monitoring and Reporting of trading by insiders of Ansal Buildwell Limited as amended from time to time.

1.4 **“Company”** means Ansal Buildwell Limited.

1.5 **“compliance officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.

**“Explanation-** For the purpose of this regulation, ‘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.”

Presently Shri Ashok Babu, Company Secretary, shall be the compliance officer of the Company.

1.6 **“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;

1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **“Designated Employee(s)”** shall include:

- (i) Every employee in the grade of Assistant General Manager and above;
- (ii) Every employee in the finance & accounts, secretarial and legal department as may be determined and informed by the compliance officer; and
- (iii) Any other employee as may be determined and informed by the Compliance Officer from time to time.

1.9 **“Director”** means a member of the Board of Directors of the Company.

1.10 **“Employee”** means every employee of the Company including directors in the employment in the Company.

1.11 **“generally available information”** means information that is accessible to the public on a non-discriminatory basis;

1.12 **“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;

1.13 **“insider”** means any person who is:

- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- 1.14 **"Key Managerial Person"** means person as defined in section 2(51) of the Companies Act, 2013
- 1.15 **"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:
- 1.16 **"Proposed to be listed"** shall include securities of an unlisted company:
- (i) If such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
  - (ii) If such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the companies Act, 2013;"
- 1.17 **"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
- 1.18 **"Takeover regulation"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.20 **"trading day"** means a day on which the recognized stock exchanges are open for trading.
- 1.21 "unpublished price sensitive information" 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 the 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, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel;

1.22 **“Regulation”** shall mean the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 and any amendment thereto.

1.23 **“Specified Persons”** means the Directors, connected persons, the insiders, the designated employees and the Promoters and immediate relatives are collectively referred to as specified persons.

## **2. Role of Compliance officer**

2.1 The Compliance officer shall report on insider trading to the Board of directors of the Company and in particular, shall provide reports to the chairman of the audit committee, if any, 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.

2.2 The Compliance officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and the Company’s code of conduct.

## **3. Preservation of “Price Sensitive Information”**

3.1 All information shall be handled within the company on a need-to-know basis and no unpublished price sensitive information shall be procured or communicated to any person except in furtherance of the insider’s legitimate purpose, performance of duties or discharge of his legal obligations.

3.2 The board of directors of a listed company shall make a policy for determination of ‘legitimate purpose’ as a part of “Codes of Fair Disclosure and Conduct” formulation under regulation 8.

**“Explanation-** for the purpose of illustration, the term ‘legitimate purpose’ shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations”

3.3 Any person in receipt of unpublished price sensitive information pursuant to a ‘legitimate purpose’ shall be considered an ‘insider’ for the purpose of these code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

3.4 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:

- Entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed company is of informed opinion that the proposed transaction is in the best interest of the Company: or
- Not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the listed company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3.5 The Board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this cede along with the permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit traila to ensure non-tempering of the database.

### 3.6 Need to know:

- (i) "Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Crossing of Chinese wall:

All price sensitive information shall be handled within the organization on a need to need basis with utmost care and shall not be communicated to any person and can not be crossed the Chinese walls except the following circumstances:

- furtherance of legitimate purpose
- performance of duties; and
- discharge of his legal obligations.

- (ii) All non-public information directly received by any employee should immediately be reported to the head of department.

### 3.7 Limited access to confidential information

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

#### **4 Trading when possession of Unpublished Price Sensitive Information**

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Explanation: when a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following : –

- (i) the transaction is an off - market inter - se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-code 3.4 of this code.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two working days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of code 3 and both parties had a conscious and informed trade decision:

Provided that such unpublished price sensitive information was not obtained by either person under code 3.4 of this code.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transition.

- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders: –

- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such Decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

- (b) appropriate and adequate arrangements were in place to ensure that these

regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (vi) the trades were pursuant to a trading plan set up in accordance with regulation 5.

## **5 Prevention of misuse of "Unpublished Price Sensitive Information"**

Employeea and connected persons designated on the basis of their functional role ("designated persons") in the company shall be governed by an internal code of conduct governing dealing in securities.

### **5.1 Trading plan**

An insider shall be entitled to formulate a trading plan for dealing in 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 behalf in accordance with such plan.

### **5.2 Trading Plan shall:**

- (i) not entail commencement of trading on behalf of the insider 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 issuer of the securities 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 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 for market abuse.

5.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and 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 plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.



5.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the insider is in possession any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such unpublished price sensitive information becomes generally available. Further, the insider shall also not be allowed to deal 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 Trading Window announced by the Compliance Officer.

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **6 Trading Window and window closure**

- 6.1 (i) The trading period, i.e. the trading period of the stock exchanges, called "trading window" is available for trading in Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
- (iii) When the trading window is closed, the designated persons and their immediate relatives shall not trade in the Company's securities in such period.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- (iv) All specified persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in point No (ii) above or during any other period as may be specified by the company from time to time.
- (v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

6.2 The compliance officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have in the possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

6.3 The compliance officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after information becomes generally available.

## 7 Pre-clearance of trades

All specified persons, who intend to deal in the securities of the Company when the trading window is open and if the value of proposed trades is above 100000 shares or up to Rs. 10 lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the specified employee intends to deal in, the details as to the depository with which he has 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. The Compliance Officer shall, if satisfied, give approval in prescribed form (**Annexure – 3**)
- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such specified employee incorporating, inter alia, the following clauses, as may be applicable:
  - (a) That the employee/director/officer does not have any access or has not received "Price sensitive information" up to the time of signing the undertaking.
  - (b) That in case the specified employee has access to or receives "Price sensitive information" after the signing the undertaking but before the execution of transaction he/she shall inform the compliance officer of the changes in his 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 of conduct 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.
- (iii) All specified persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The specified person shall file within 2 (Two) days of the execution of the deal, the details of such deal with the Compliance officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**)
- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

- (v) All specified persons who buy or sale any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All specified Persons shall also not take positions in derivative transaction in the shares of the Company at any time. In case of any 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 securities and Exchange Board of India (SEBI) for credit to the Investor Education and Protection Fund administered by SEBI under the Act. The Compliance officer is empowered to grant relaxation from strict application of such restriction for reason to be recorded in writing provided that such relaxation does not violate these regulations.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (vi) The compliance officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the trading window is closed.

## **8 Other Obligations / Restrictions**

- 8.1 The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 8.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this code.
- 8.3 The disclosures made under this code shall be maintained for a period of five years.
- 8.4 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- (a) Immediate relatives
  - (b) Persons with whom such designated persons shares a material financial relationship
  - (c) Phone, mobile and cell numbers which are used by them.

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

**Explanation-** the term '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 relationship in which the payments is based on arm's length transaction.

8.5 Listed entities shall have a process for how and when people are brought inside on sensitive transaction. Individuals should be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

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

### **Initial Disclosure**

9.1 Every promoter, key managerial personnel and director of company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the company as on the date of these regulations taking effect, presently held by them or by their dependent family members in the "Form- A" (Annexure 5).

9.2 Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in "Form-B" (Annexure 6).

### **Continual Disclosure**

9.3 Every promoter, designated person and director of the company shall disclose to the company the number of such securities acquired or disposed of within 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. Ten lakhs.

The disclosure shall be made in "Form-C" (Annexure-7) within 2 working days of:

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

9.4 Company may at its discretion require any other connected person or class of connected persons to make disclosure of holdings and trading in securities of the Company in the "Form-D" (Annexure-8) at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

## **10 Disclosure by the Company to the stock Exchange(s)**

10.1 Within 2 days of the receipt of information under clause 8.3, the compliance officer shall disclose to all stock Exchanges on which the Company is listed, the information received.

10.2 The compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/officers/designated employees for a minimum period of five years.

## **11 Dissemination of Price Sensitive Information**

- 11.1 No information shall be passed by specified persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 11.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors.

- Only public information to be provided
- At least two company representatives be present at meeting with analysts, media persons and institutional investors.
- 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.
- Simultaneous release of information after every such meet.

## **12 Penalty for contravention of the conduct**

- 12.1 Every designated person shall be individually responsible for complying with the provisions of the code (including to the extent the provisions hereof are applicable to his/her dependents).
- 12.2 Any designated person who trades in securities or communicates any information for trading in securities, in contravention of this code may be penalized and appropriate action may be taken by the Company.
- 12.3 Designated persons who violate the code shall also be subject to disciplinary action by the Company, which may include wages freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015



(Ashok Babu)

Sr. VP & Company Secretary

CC: CMD - For information please.  
CC: Directors/VPs/GMs/DGMs/AGMs.

**ANNEXURE - 1**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
**Ansal Buildwell Limited**  
118, UFF, Prakashdeep Building  
7, Tolstoy Marg, New Delhi-110001

Dear Sir/Madam

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Company's code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No / DP ID / Client ID No	
5.	Proposal is for	(a) Purchase of shares (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired / subscribed / sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date if application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

(Signature of Employee)

**ANNEXURE – 2**

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
**Ansal Buildwell Limited**  
118, UFF, Prakashdeep Building  
7, Tolstoy Marg, New Delhi-110001

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_ am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished price sensitive information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (The Code) up to the time of signing this undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: \_\_\_\_\_

\* Indicate number of shares

**ANNEXURE - 3**

**FORMAT FOR PRE-CLEARANCE ORDER**

To,  
Name :  
Designation :  
Place :

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transaction in the attached format within 2 days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
**For Ansal Buildwell Limited**

Compliance Officer

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction



**ANNEXURE - 4**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

To,  
The Compliance Officer,  
**Ansal Buildwell Limited**  
118, UFF, Prakashdeep Building  
7, Tolstoy Marg, New Delhi-110001

I hereby inform that I

- Have not bought / sold / subscribed any securities of the Company
- Have bought / sold , subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_  
(date)

Name of holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID Folio No	Price (Rs.)

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

1. Broker's contract note.
2. Proof of Payment to/from brokers.
3. Extract of Bank Passbook / Statement (to be submitted in case of demat transaction).
4. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

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

Signature: : \_\_\_\_\_  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_

Date: \_\_\_\_\_

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:  
Designation:  
Date:  
Place:

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**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a**  
**director/KMP/Promoter]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

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**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

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, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director's/immediate relative to others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

