



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MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THE CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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

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Prepared By	Vinit Tanna , 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”) (ARIIL) 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monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (together referred to as the “Code”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from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monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as applicable, including modifications made thereto from time-to-time.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 (ARIIL).
- 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 recognized 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.
- (k) Statutory/Internal/Secretarial/Tax Auditors of the Company
- (l) Advisors to mergers and acquisition
- (m) Strategic Advisors
- (n) Such other person as deemed fit by the Board of Directors and/or Executive Director

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 cashflows.



- 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) “INFORMANT” means an individual(s), who voluntarily submits to Securities and Exchange Board of India a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has reasonable belief that it is about to occur, in a manner provided under the Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.
- m) “Insider” means any person who is:
 - (i) a Connected Person; or
 - (ii) in possession of or having access to UPSI.
- n) “INSIDER TRADING”
 - a. an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or
 - b. an act of counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;
- o) “Key Managerial Person” means persons as defined in Section 2(51) of the Companies Act, 2013.
- p) “LEAK OF UPSI” shall refer to an act/circumstance(s) by virtue of which UPSI is made available or becomes available, by any means or mode to any person, association, and entity before its official announcement or formal circulation in public domain and shall also include any purported attempt thereof.
- q) “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.
- r) “Listed Company” shall mean a company, whose Securities are listed or proposed to be listed on a recognized stock exchange in India;
- s) “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.

- t) "Promoter" and "Promoter Group" 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.
- u) "SEBI" shall mean the Securities Exchange Board of India.
- v) "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.
- w) "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.
- x) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
- y) "Trading Day" means a day on which the recognized stock exchanges in India are open for trading.
- z) "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.
- aa) "Trading Window" means a trading period as specified by the Company from time to time for trading in the Company's Securities.
- bb) "Unpublished Price Sensitive Information"/ "UPSII" 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.
- cc) VOLUNTARILY PROVIDING INFORMATION means providing SEBI with the information before receiving any request, inquiry or demand from SEBI, any other Central or State Authorities or other statutory authorities about a matter, to which the information is relevant.

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 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 or as many days as may be mandatorily required by SEBI (LODR) Regulations, 2015 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 Rs. 10 lacs, to obtain a pre- trading approval manually as per the format given in Schedule I to the Compliance officer at least 2 business days prior to the proposed date for transaction and indicate the estimated number of securities that he/she intends to deal in, DP ID & Client ID, Permanent Account No. and the likely date range in which the transaction(s) is proposed to be carried out. The notice requirement of 2 business days, will not prevent the Company to expeditiously process such application / shorten the advance business day's requirement on a case to case basis. 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 person on appointment as a Key Managerial Personnel or a Director or Designated Person of the Company or upon becoming a Promoter or member of the promoter group 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 1).

Continual disclosure relating to Securities of the Company:

Every Promoter, member of the promoter group, Director and Designated Person of the Company shall disclose in prescribed format (Annexure 2) 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. PROTECTION AGAINST RETALIATION AND VICTIMISATION:

Any employee of the Company (regular or contractual) or a Director (collectively referred to as "Informant") who may become privy to information relating to violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur may file a Voluntary Information Disclosure Form (VIDF) with SEBI disclosing the said information.

The Company shall not discharge, terminate, demote, suspend, harass, and give threat directly or indirectly to such Informant irrespective of whether the information is considered or rejected by SEBI or whether the Informant is eligible for a reward by reason of:

- a. Filing VIDF
- b. Testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI
- c. Breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from co-operating with SEBI in any manner.



The Company shall not allow or tolerate any retaliation or use of any methods mentioned hereinabove by respective Head of Department or any other person or group, directly or indirectly, against anyone who, in good faith, files VIDF or provides assistance to SEBI.

If an Informant believes that he/she has been subject to retaliation or victimization by his/her employer, the said employee or Director may approach the competent court or tribunal for appropriate relief.

12. 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.

13. MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING:

Pursuant to Clause 9 of the Regulations, the following minimum standards are being adopted and the Code will operate, inter-alia, based on the following standards:

- a. The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, at such frequency as may be stipulated by



the Board of Directors, but not less than once in a year.

- b. All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”. Any such permission shall be granted subject to approval by any Executive Director and shall have regard to all relevant regulations.
- c. Designated Persons and their immediate relatives shall be governed by an internal code of conduct governing dealing in securities.
- d. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer in consultation with and as per advice of Executive Director and/or Chief Financial Officer, determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. 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.
- e. The timing for re-opening of the trading window shall be determined by the compliance officer in consultation and as per advise of Executive Director and/or Chief Financial Officer, taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- f. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, in consultation with and as per advise of Executive Director and/or Chief Financial Officer, if the value of the proposed trades is above such the thresholds as the board of directors may stipulate.
- g. Prior to approving any trades, the compliance officer shall be entitled to seek declarations, affirmations and/or undertakings to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to, in consultation with and as per advice of Executive Director and/or Chief Financial Officer, whether any such declaration is reasonably capable of being rendered inaccurate.
- h. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
- i. The code of conduct hereunder specifies the period of six months, within which a



designated person who is permitted to trade shall not execute a contra trade. The compliance officer in consultation with and as per advice of Executive Director and/or Chief Financial Officer, may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. Should a 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 SEBI for credit to the Investor Protection and Education Fund. This shall not be applicable for trades pursuant to exercise of stock options.

- j. The code of conduct stipulates such formats as the Board of Directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations. Further any Executive Director is empowered to specify any such additional format / disclosure which it deems fit to ensure compliance with this Code. However the same will be placed before the Board of Directors subsequently for ratification / information.
- k. Stock Exchange(s) shall be promptly informed if there is any violation to the Code of Conduct, which comes to the notice of Executive Director, Chief Financial Officer and Compliance Officer.
- l. Designated person 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 in Form C and as and when the information changes:
 - i. Immediate relatives
 - ii. Persons with whom such designated person(s) shares a material financial relationship.
 - iii. Phone, mobile and cell numbers which are used by them

Designated person shall also disclose the names of the financial institutions from which they have graduated and names of their past employers on one time basis.

- m. There are appropriate Chinese Walls procedure and processes for permitting people to “cross the wall” in case of sensitive transactions. UPSI should be handled on ‘need to know’ basis and disclosed only to those employees who need such information for discharging their official duties. Such information should be shared only after serving of ‘notice of confidentiality’ to respective employees by the Head of the Department under intimation to the Compliance Officer, which should be acknowledged by the employee that he has read and understood the contents of the notice. If UPSI is shared with any employee without serving of notice of confidentiality, the Head of the Department along with such employee would be liable in case of misuse/leak of such UPSI and action, as deemed appropriate, would be taken by the Compliance Officer.
- n. In the event, such UPSI is to be shared with third parties/ people outside ARIIL, the respective Head of the Department shall give prior intimation of such disclosure to the Compliance Officer and also sign Non-Disclosure Agreement with third parties/people outside ARIIL before sharing of UPSI. The Company should endeavor to share UPSI strictly on need to know basis and should take reasonable care that possession of such UPSI will



not give rise to conflict of interest or misuse of UPSI by them. They should be made aware of their duties and responsibilities and the liability in case of misuse or unwarranted use of such information.

- o. Executive Director shall put in place adequate and effective system of internal controls to ensure compliance with the Regulations. The Board of Directors shall ensure that such system and controls are in place. The Audit Committee shall also verify that the systems for internal control are adequate and operating effectively.
- p. The process for enquiry in case of leak of UPSI or suspected leak of UPSI is as under:

On receiving any complaints regarding leak or suspected leak of UPSI or on suo-moto becoming aware of such incident of actual or suspected leak of UPSI by Designated Person/Connected Person/Insider, Compliance Officer shall follow the below mentioned procedure for initiating appropriate inquiries:

- On receipt of the information of actual or suspected leak of UPSI , Compliance Officer shall decide on the following:
 - Based on the initial information/complaint received, if it is found that the allegation is frivolous, not tenable, incident has been lodged to secure needless publicity for defamatory matters which are detrimental to the interest of the Company, Compliance Officer shall discard the complaint with reasons to be recorded in writing.
 - If in the opinion of the Compliance Officer, the matter requires further investigation, Preliminary inquiry shall be initiated.
- Preliminary inquiry would be fact-finding exercise which shall be headed and conducted by the Compliance Officer to ascertain the truth of the case based on the information received, and to collect further necessary material information in relation thereto. The Compliance Officer may also seek such external assistance or opinion as he may deem expedient in this regard.
- Company Secretary shall promptly inform Stock Exchange(s) about such leak of UPSI.
- Company Secretary shall, within 2 working days of receipt of complaint, serve a show cause notice to the complaine seeking reply within 7 working days. Compliance Officer shall, before referring such matter to the Nomination and Remuneration Committee for ascertaining the quantum and nature of penalty, give an opportunity of being heard to the complaine.
- The Nomination and Remuneration Committee, after considering the facts of the case and the findings of preliminary investigation, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, it shall take disciplinary actions, as it deems appropriate which includes, but is not limited to:
 - Issuance of warning letter;
 - Loss of pay for such period as may be decided by the Committee;



- Imposition of large fines;
- Termination or suspension from the employment;
- Any other action as the Committee may feel appropriate including filing of civil/criminal case against the complianee depending on the gravity of the matter.

Any action taken under this policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under other applicable policies of the Company.

14. 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.

15. 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, claw back, 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.

16. 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.

17. 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 with designation and Department/Function	No. of Equity Shares to be Bought/Sold	*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 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 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 with designation and Department/Function	No. of Equity Shares to be Bought/Sold	*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

Initial Disclosure under Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a Key Managerial Personnel/ Director/ Promoter/ Member of the Promoter Group

Name of the company: Ajmera Realty & Infra India Limited

ISIN of the company: INE298G01027

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & addresses with contact nos.	Category of Person (KMP / Directors / Promoter or member of the promoter group / immediate relatives to/ others, etc.)	Date of appointment of KMP / Director OR Date of becoming Promoter / member of the promoter group	Securities held at the time of appointment of KMP/ Director or upon becoming Promoter / member of the promoter group		% of Shareholding	Open Interest of the Future 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 Rupees

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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).



Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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

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

Signature:

Designation:

Date:

Place:



ANNEXURE 2

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: Ajmera Realty & Infra India Limited

ISIN of the company: INE298G01027

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with address and contact no.	Category Of Person (Promoter / member of promoter group/ Designated Person / Directors / immediate relatives / 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 purchase /public rights preferential offer /off market/ Inter-se transfer, etc.	Exchange on which the trade was executed
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction type (Purchase/ Pledge /Revocation/ Invocation/ Others- please specify	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			



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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	

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

Signature:

Place:

Designation:

Date:



ANNEXURE 3

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 Relatives * and person with whom I share material financial relationship#	Relationship with Director/KMP/ Designated Person	Folio No./ DP ID & Client ID

*Immediate relative shall include spouse, parent, sibling and child, any of whom is either dependent financially on such person/employee, or consults such person/employee in taking decisions relating to trading in securities.

#Material Financial Relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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.

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 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 UPSI 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 UPSI 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, and 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.