

ERA INFRA ENGINEERING LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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ERA INFRA ENGINEERING LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

I. PREAMBLE

This Code of Conduct for Prevention of Insider Trading (the “Code”) aims to regulate, monitor and report trading in the Securities of Era Infra Engineering Limited (the “Company”) by the employees and other connected persons for achieving compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”).

The Code is effective from May 15, 2015 and supersedes the earlier Insider Trading Code.

II. DEFINITIONS

1. **“Board”** means the board of directors of the Company.

2. **“Designated Persons”** mean:
 - (i) Directors and key managerial personnel of the Company;
 - (ii) All employees of the Company of the rank of senior vice president and above and the business heads and functional heads below senior vice president, if any;
 - (iii) All employees of the Company in finance & accounts, secretarial, legal, taxation, of the rank of manager and above located at the corporate office of the Company;
 - (iv) Auditors of the Company;
 - (v) Directors, chief executive officer, chief financial officer, president, senior vice president and finance heads of the subsidiary companies.
 - (vi) Any other person as may be decided by the Compliance Officer from time to time.

3. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis. Information available on the websites of the Stock Exchanges would ordinarily be considered as generally available.
4. **"Immediate Relative"** in respect of a person means spouse of a person, and includes parents, sibling and children of such person or of the spouse, any of whom is either financially dependent on such person, or consults such person in taking decisions relating to Trading in the Securities of the Company.
5. **"Securities"** shall have the meaning ascribed to the term under the Securities Contract (Regulation) Act, 1956 and shall include derivatives, if any, of the shares and securities of the Company, provided that Trading in such derivatives is permitted by any law for the time being in force.
6. **"Threshold Limit"** for Trading in the Securities of the Company in any calendar quarter shall be the traded value of Rs. 1,000,000 (Rupees Ten Lacs). Cumulative value of all the transactions in the Securities of the Company (whether acquired or disposed off) during the calendar quarter shall be considered while calculating the Threshold Limit.
7. **"Trading Day"** means a day on which the concerned stock exchanges where the Securities of the Company are listed are open for trading.
8. **"Trading in Securities"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities of the Company by any person and the word **"Trade"** shall be construed accordingly.
9. **"Trading Plan"** means a plan to Trade in the Securities of the Company, which has been approved by the Compliance Officer and disclosed to the Stock Exchanges.
10. **"Trading Window"** means the period during which Trading in the Securities of the Company can be undertaken by the Designated Persons and their Immediate Relatives subject to compliance with this Code.

11. “**Unpublished Price Sensitive Information**” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) merger, de-merger, acquisition, delisting, disposal and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement entered into by the Company with the stock exchanges where the Securities of the Company are listed.

Word and expressions used and not defined in this Code but defined in the Regulations shall have the meanings respectively assigned to them in the Regulations.

III. **RESPONSIBILITY OF DESIGNATED PERSONS**

1. Designated Persons shall maintain confidentiality of the Unpublished Price Sensitive Information. All information shall be handled within the Company on a need-to-know basis. Designated Persons shall not communicate, provide or allow access to such Unpublished Price Sensitive Information to any person except where such communication is in furtherance of legitimate purposes of the Company, performance of duties of the Designated Person or discharge of legal obligations of the Company. In case any Unpublished Price Sensitive Information is required to be shared by a Designated Person, such information shall be shared only with the prior written approval of the Managing Director or Whole Time Director. While granting such approval, they may impose such conditions as deemed necessary.
2. Designated Persons or their Immediate Relatives shall not Trade in the Securities of the Company while in possession of Unpublished Price Sensitive Information.

3. Designated Persons or their Immediate Relatives shall not Trade in the Securities of the Company during the period when the Trading Window is closed.
4. Designated Persons or their Immediate Relatives shall not Trade in the Securities of the Company in excess of the Threshold Limits, whether singly or cumulatively, without obtaining pre-clearance from the Compliance Officer. This restriction shall not apply when Trades are executed pursuant to the Trading Plan.
5. Files containing confidential information shall be kept secure. Computer files shall have adequate security of login and password, etc.

IV. COMPLIANCE OFFICER

1. The Company Secretary of the Company is the Compliance Officer (the “**Compliance Officer**”) and shall report to the Board of the Company.
2. The Compliance Officer shall be responsible for compliance of the policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, pre-clearing and monitoring of Trades and implementation of this Code, under the overall supervision of the Board of the Company.
3. The Compliance Officer shall maintain records of the Designated Persons and any changes therein in **Form 1**.
4. The Compliance Officer shall provide guidance and clarifications sought by the Designated Persons for effective compliance with this Code and the Regulations.
5. The Compliance Officer shall be responsible for:
 - (i) pre-clearing and monitoring of Trades;
 - (ii) approving the Trading Plan and notifying the same to the stock exchanges on which the Securities of the Company are listed;
 - (iii) re-opening and closure of the Trading Window;

- (iv) providing relaxation from the restriction in Paragraph VI(6) of this Code;
and
- (v) reporting violation of this Code or of the Regulations to the Board of the Company and Securities and Exchange Board of India (“SEBI”).

6. The Compliance Officer shall maintain relevant records under this Code for a minimum period of five years.

V. TRADING WINDOW

1. Trading Window

The Trading Window shall be deemed to be open, unless specifically closed.

2. Closing of Trading Window

The Compliance Officer shall, from time to time, notify the period during which the Trading Window shall remain closed.

3. Closure timing

The Trading Window shall remain closed for such period as may be determined by the Compliance Officer, in the event the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

4. Reopening of Trading Window

The Trading Window shall re-open at a time determined by the Compliance Officer after considering various factors, including but not limited to the Unpublished Price Sensitive Information on account of which the Trading Window was closed in accordance with Paragraph V(3) above becoming generally available or through other permissible means and becoming capable of assimilation by the market, provided however that under no circumstance shall the Trading Window be re-opened prior to the expiry of 48 hours from the time at which the aforementioned Unpublished Price Sensitive Information becomes generally available.

5. Restrictions pertaining to the 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, as may be decided by the Compliance Officer from time to time.

VI. PRE-CLEARANCE OF TRADES

1. Designated Persons and their Immediate Relatives who intend to Trade in the Securities of the Company in excess of the Threshold Limits (taking into account the cumulative value of all Trades undertaken by such Designated Person and its Immediate Relatives during the calendar quarter), shall obtain pre-clearance of their intended Trades by applying to the Compliance Officer in **Form 2**. Alternatively, they can carry out Trades in the Securities of the Company by complying with the requirements of the Trading Plan as mentioned in Paragraph VII of this Code.
2. Designated Persons and their Immediate Relatives shall not apply for pre-clearance of a proposed Trade, while in possession of any Unpublished Price Sensitive Information. Further, while applying for pre-clearance of a proposed Trade, the Designated Persons and their Immediate Relatives shall furnish a declaration that they are not in possession of any Unpublished Price Sensitive Information in **Form 2**.
3. The pre-clearance granted by the Compliance Officer shall be with reference to this Code only. Such pre-clearance shall not in any way be deemed to be confirmation of compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Code**") if applicable. The person seeking pre-clearance shall be solely responsible for compliance with the provisions of the Takeover Code, if applicable.
4. Designated Persons and their Immediate Relatives shall execute their Trades in respect of the Securities of the Company within seven Trading Days from the date of pre-clearance by the Compliance Officer. If the Trade is not executed within this time period, such persons shall get the Trade pre-cleared from the Compliance Officer again. On execution of the Trade, such person

shall intimate details thereof within two Trading Days of execution to the Compliance Officer in **Form3**.

Where a Trade is not executed after obtaining pre-clearance from the Compliance Officer for the same, such person shall intimate the same and the reasons thereof to the Compliance Officer within two Trading Days after expiry of the said period of seven trading days or prior to seeking fresh pre-clearance for the trade, whichever is earlier in **Form3**.

5. In case the Compliance Officer or his Immediate Relatives intend to Trade in the Securities of the Company requiring pre-clearance, he shall obtain pre-clearance for the same from the Managing Director & Whole Time Director, as per the pre-clearance procedure under this Code.
6. Designated Persons and their Immediate Relatives, who Trade in the Securities of the Company pursuant to a pre-clearance or under an approved Trading Plan, shall not enter into a contra transaction, either themselves or through their Immediate Relatives i.e. Trade in the Securities of the Company during six months from the date of Trade in Securities of the Company by such person. The Compliance Officer may provide relaxation from the above provision, on an application made in this behalf by Designated Persons or their Immediate Relatives and for reasons to be recorded in writing. Any such relaxation shall be granted by the Compliance Officer after obtaining prior approval of the Managing Director & Whole Time Director of the Company, provided such relaxation does not violate the Regulations. If any Designated Person or an Immediate Relative of a Designated Person contravenes with this provision, inadvertently or otherwise, the profits from any Trade in such contravention shall be required to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Securities and Exchange Board of India Act, 1992.

VII. TRADING PLAN

The Designated Persons who may be perpetually in possession of Unpublished Price Sensitive Information and their Immediate Relatives have an option to formulate a Trading Plan for carrying out Trades in the Securities of the Company in a compliant manner as stated below:

- 1) The Designated Persons or their Immediate Relatives shall be entitled to formulate and present a Trading Plan to the Compliance Officer in **Form4** for approval and public disclosure pursuant to which Trades in the Securities of the Company may be carried out on their behalf.
- 2) Such Trading Plan shall:
 - i) not entail commencement of Trading in the Securities of the Company on behalf of the Designated Persons or their Immediate Relatives earlier than six months from the public disclosure of the Trading Plan;
 - ii) not entail Trading in the Securities of the Company or 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 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 the Trades to be effected in the Securities of the Company or the number of the 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 the Securities of the Company for market abuse.
- 3) The Compliance Officer shall review the Trading Plan to assess whether the Trading Plan would have any potential for violation of the Code or the Regulations and shall seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the Trading Plan.

- 4) Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the Securities of the Company are listed.
- 5) The Trading Plan once approved shall be irrevocable and the Designated Persons and/ or their Immediate Relatives shall have to mandatorily implement the Trading Plan, without being entitled to either deviate from the same or to execute any Trade in the Securities of the Company outside the scope thereof.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Persons at the time of formulation of the Trading Plan has not become generally available at the time of the commencement of implementation of such Trading Plan. In such an event, the Compliance Officer shall ensure that the commencement of the Trading Plan is deferred until such Unpublished Price Sensitive Information becomes generally available.

- 6) Such person who has obtained approval of the Trading Plan shall intimate details of the Trades executed in accordance with such Trading Plan, within two Trading Days to the Compliance Officer in **Form 3**.
- 7) A Designated Person who has availed the facility of Trading Plan shall not be eligible to Trade in the Securities of the Company through pre-clearance mechanism as mentioned in Paragraph VI.

VIII. DISCLOSURES AND REPORTING REQUIREMENTS

The Designated Persons, their Immediate Relatives and promoters shall comply with the following:

1. Initial Disclosures

- (a) Every director, key managerial personnel, promoter of the Company disclose details of the Securities of the Company held by him and his Immediate

Relatives as on May 15, 2015 to the Company on or before June 14, 2015 in **Form 5**.

- (b) Every director and key managerial personnel shall disclose details of the Securities of the Company held by him and his Immediate Relatives as on the date of his appointment as the director or key managerial personnel of the Company, as the case may be. Similarly, every promoter of the Company shall disclose details of the Securities of the Company held by him and his Immediate Relatives as on the date of his becoming a promoter of the Company. Such disclosures shall be made to the Company within seven days of such appointment or becoming a promoter in **Form 6**.
- (c) A person shall within 7 working days of becoming a Designated Person, shall furnish a statement of his Immediate Relatives to the Company in **Form 7**.

2. Continual Disclosures

- (a) Every Designated Person, promoter and employee of the Company shall disclose details of the Securities of the Company acquired or disposed of by him and his Immediate Relatives, as the case may be, in **Form 3** within two Trading Days of such transaction if the value of the Securities Traded, in one or more transactions in a calendar quarter, aggregates to Rs. 1,000,000 (Rupees Ten Lacs) or more.
- (b) The Company shall notify the particulars of such Trading to the stock exchange on which the Securities of the Company are listed, within two Trading Days of receipt of the disclosure or from becoming aware of such information.

Explanation: Any incremental transactions that take place after a transaction disclosed under Paragraph VIII(2)(a) above shall be required to be made when the value of such incremental transactions effected after the transaction disclosed under Paragraph VIII(2)(a) above exceed the threshold limit specified in Paragraph VIII(2)(a) above.

- 3. All Designated Persons shall within 15 days from the end of the relevant period mentioned below, forward the following details to the Compliance Officer:

- (i) Annual declaration of names of Immediate Relatives as at March 31 of each year in **Form7**.
 - (ii) Annual statement of all holdings in the Securities of the Company held by the Designated Persons and their Immediate Relatives as at March 31 of each year in **Form8**.
4. The Compliance Officer shall present quarterly reports to the Board of the Company and the Chairman of the Audit Committee of the Company in respect of pre-clearance sought by the Designated Persons, Trading Plans, Trades executed pursuant to such pre-clearances and the Trading Plans and such other matters as may be necessary in **Form 9**.

IX. AMENDMENTS

This Code may be amended from time to time by the Board of the Company. However, amendments in the Regulations shall be binding even if not incorporated in this Code.

X. PENALTIES

- (i) Any contravention of this Code shall lead to such actions against the Designated Persons as the Board may decide, including but not limited to the following:
 - Salary freeze;
 - Suspension from duties; and
 - Non eligibility for participation in the employees stock option plan of the Company.
- (ii) Violation of this Code or the Regulations shall also be reported by the Compliance Officer to SEBI.
- (iii) Any action taken by the Company for violation of this Code or the Regulations shall not preclude SEBI from taking any action against the concerned person.

XI. FORMS

Applicable Forms are attached.

FORM 1

[To be maintained by Compliance Officer]

[As per Paragraph IV (3) of the Code of Conduct for Prevention of Insider Trading]

As on

LIST OF DESIGNATED PERSONS

Name of the Designated Person	Employee Number, if any	Designation	Department	Date of joining in case of new appointees(*)	Date of ceasing to be a Designated Person

(*) Includes employees promoted to the category of Designated Persons.

FORM 2

[As per Paragraphs VI (1) and (2) of the Code of Conduct for Prevention of Insider Trading]

Date: _____

To,
The Compliance Officer,
----- Limited,

PRE-CLEARANCE APPLICATION CUM DECLARATION

I/My Immediate Relative(s) am/are desirous of undertaking the following transaction(s) in Securities of the Company, which I would request you to pre-clear and confirm to me:

Name of the Designated Person	Folio No. / Client ID No.	DP ID No.	Name and relationship of the Immediate Relative with the Designated Person	Nature and No. of Securities held	Details of proposed transaction		
					No. of Securities	Approximate market value / Rs.	Type of transaction / Nature of Trade

I hereby declare and confirm that:

- Neither I nor any of my Immediate Relative(s) have had any access to nor have I or any of my Immediate Relative(s) received any Unpublished Price Sensitive Information until the time of signing of this declaration. In case I get access to Unpublished Price Sensitive Information hereinafter, but before execution of above-mentioned transaction, I shall inform the Compliance Officer and shall refrain from Trading in the Securities of the Company till such Unpublished Price Sensitive Information becomes public.
- I have not contravened the Code of Conduct for Prevention of Insider Trading of the Company or the Regulations.
- I have made full and true disclosure in the matter.
- I do not have any approved Trading Plan in place.

All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Code of Conduct for Prevention of Insider Trading of the Company.

.....
Signature

Name : _____

Designation : _____

Office address : _____

Employee No., if any : _____

Note: To be submitted in case a Designated Person or any Immediate Relative of a Designated Person intends to Trade in Securities of the Company in excess of the Threshold Limits. The Threshold Limits for dealing in Securities of the Company in any calendar quarter (i.e. January to March, April to June, July to September and October to December) by the Designated Persons together with their Immediate Relative(s) shall be traded value of Rs. 10,00,000 (Rupees Ten Lacs).

FORM 3

[As per Paragraphs VI(4), VII(6)& VIII(2)(a) of the Code of Conduct for Prevention of Insider Trading]

To,
The Compliance Officer,
----- Limited,

REPORTING OF TRADING DETAILS / REASONS FOR NOT COMPLETING TRADES

Name, address and contact no .of Promoters/ Designated Person / Immediate Relatives		
PAN/CIN/DIN		
Category (whether Promoter / Designated Person / Immediate Relative)		
Type of Security		
Securities held prior to acquisition / disposal	No. of Securities:	Percentage:
Securities held post acquisition / disposal	No. of Securities:	Percentage:
Date of intimation to Company		
Mode of acquisition (market purchase/ public/ rights/ preferential offer/ off market/ Inter-se transfer, etc.)		

I hereby declare the following details of Securities of the Company Traded by me / my Immediate Relatives:

A. Pre-clearance of trades

Details of pre-clearance sought	Details of Trades executed	For not executing the Trade/ variation between quantity pre- cleared and actual Traded

Date of approval	Nature and no. of Securities	Approximate market value of Securities (in Rs.)	Type of transaction	Date of allotment advice / execution of Trade	Nature of Trade	Details of trading member with SEBI Registration No.	Exchange on which the Trade was executed	Quantity of Securities Traded	Value of Securities Traded	

B. Trading Plan

Details of Trading Plan				Details of trades executed under Trading Plan						Reasons, if any, for non-compliance with Trading Plan
No. & Date of approval	Nature of Trades	Dates of Trades or time interval between Trades	Value of Trades (in Rs.) or nature and number of Securities to be Traded	Date of allotment advice / execution of Trade	Nature of Trade	Details of trading member with SEBI Registration No.	Exchange on which the Trade was executed	Quantity of Securities Traded	Value of Securities Traded	

.....
Signature

Name : _____

Designation : _____

Office address : _____

Employee No., if any : _____

Note :(1)To be submitted by Designated Persons and/or their Immediate Relatives to the Compliance Officer in accordance with Paragraphs VI(4), VII(6) and VIII(2)(a) of the Code of Conduct for Prevention of Insider Trading.

(2) All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Code of Conduct for Prevention of Insider Trading Code of the Company.

(3) Trading in Derivatives is not applicable to the securities of the Company.

FORM 4

[As per Paragraph VII (1) of the Code of Conduct for Prevention of Insider Trading]

For Office Use Only
Trading Plan Approval No.: ___ of ____ [Year]

Date: _____

To,
The Compliance Officer,
_____ **Limited,**
_____ **(Address)**

TRADING PLAN

I hereby submit the Trading Plan for carrying out Trades in the Securities of the Company by me and / or my Immediate Relatives as per the following particulars for your consideration and approval:

1. Name and designation of the Designated Person for whom Trading Plan is submitted

2. Name and relationship with Immediate Relative for whom Trading Plan is submitted:

3. Permanent Account Number of the Designated Person/ Immediate Relative:

4. Address of Designated Person/ Immediate Relative:

5. Date of commencement of Trading Plan (not earlier than 6 months and 15 days from date of application):

6. Duration of Trading Plan (atleast 12 months): From _____ To _____

7. Details of previous Trading Plan, if any [Approval Number, Date and Duration]:

8. Details of proposed trades:

Sr. No.	Nature of Trades	Dates of Trades or time interval between Trades ^(Refer Note-1)	Nature of Securities to be Traded	Value of Trades(in Rs.) or number of Securities to be Traded	Remarks, if any

I hereby confirm that I am not in possession of any Unpublished Price Sensitive Information on the date of this application.

OR

I hereby undertake that the above Trading Plan shall be implemented only after Unpublished Price Sensitive Information in my possession as on the date of this application is generally available.

.....

Signature

Name: _____

Designation: _____

Office address: _____

Employee No., if any: _____

Notes:

1. No Trading is permitted between 20th Trading Day prior to the last day of the financial period for which results are to be announced by the Company and the 2nd Trading Day after disclosure of such financial results.
2. “Immediate Relatives” means spouse of a person, and include parents, sibling and children of such person or of the spouse, any of whom is either financially dependent on such person or consults such person in taking decisions relating to Trading in the Securities of the Company.
3. All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Code of Conduct for Prevention of Insider Trading of the Company.

FORM 5

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: ----- Limited	ISIN of the company: -----
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To, *The Compliance Officer,*
_____ Limited

Details of securities held as on May 15, 2015 by Promoters, Key Managerial Personnel (KMP), Directors and their relatives and other persons for whom these persons take trading decisions

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/others)	Securities held as on May 15, 2015		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (Shares/ Warrants/ Convertible Debentures)	No.		Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9
					N.A.	N.A.		N.A.

Signature.....
 Name _____
 Designation _____
 Office address _____
 Employee No., if any, _____
 Date:

Place:

Note:

1. To be submitted by Directors or Key Managerial Personnel, Promoter on or before June 14, 2015.
2. "Immediate Relative" in respect of a person means spouse of a person, and includes parents, sibling and children of such person or of the spouse, any of whom is either financially dependent on such person, or consults such person in taking decisions relating to Trading in the Securities of the Company.

FORM 6
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: ----- Limited	ISIN of the company: -----
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To, *The Compliance Officer,*
----- Limited

Details of securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of the Company and other persons for whom these persons take trading decisions

Name, PAN No., CIN/DIN & Address with Contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/others)	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	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	
			Type of security (Shares/ Warrants/ Convertible Debentures)	No.		Number of Units (contracts *lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	
						N.A.		N.A.	

Signature.....
Name _____
Designation _____
Office address _____

Employee No., if any, _____

Date:

Place:

Note:

1. To be submitted by Directors, Key Managerial Personnel and Promoters of the Company within 7 days of appointment as Directors / Key Managerial Personnel or becoming a promoter.
2. "Immediate Relative" in respect of a person means spouse of a person and includes parents, sibling and children of such person or of the spouse, any of whom is either financially dependent on such person, or consults such person in taking decisions relating to Trading in the Securities of the Company.

FORM 7

[As per Paragraphs VIII(1)(c) and VIII(3)(i) of the Code of Conduct for Prevention of
Insider Trading]

Date: _____

To,

To,

The Compliance Officer,

----- Limited,

DECLARATION REGARDING IMMEDIATE RELATIVES AS ON MARCH 31,

.....

I hereby declare that I have the following Immediate Relatives:

Sr. No.	Relationship	Name	Age (in case of minor only)
1.	Spouse		
2.	Father		
3.	Mother		
4.	Daughter (including step daughter)		
5.	Son (including step son)		
6.	Brother		
7.	Sister		

Note: The above referred relatives need to be disclosed if they are financially dependent on the Designated Person or consult him for investment decisions.

.....

Signature

Name : _____

Designation : _____

Office address : _____

Employee No., if any : _____

Note: To be submitted within 7 working days of becoming Designated Person and also annually by April 15 by Designated Persons of the Company.

FORM 8

[As per Paragraph VIII (3)(ii) of the Code of Conduct for Prevention of Insider Trading]

Date: _____

To,
The Compliance Officer,
----- Limited,

ANNUAL STATEMENT OF SECURITIES HELD

I give herein below details of Securities of the Company held by me/my Immediate Relatives as at March 31 _____ :

1. BY SELF

Folio No. / Client ID No.	DP ID	Nature of Securities	No. of Securities held

2. BY IMMEDIATE RELATIVES

Folio No. / Client ID No.	DP ID	Name and relationship	Nature of Securities	No. of Securities held

Note: “Immediate Relative” in respect of a person means spouse of a person, and includes parents, sibling and children of such person or of the spouse, any of whom is either financially dependent on such person, or consults such person in taking decisions relating to Trading in the Securities of the Company.

.....
Signature

Name : _____

Designation : _____

Office address : _____

Employee No., if any : _____

Note: Annual statement of holdings in Securities of the Company held by the Designated Persons or their Immediate Relatives to be informed annually by April 15.

FORM 9

[As per Paragraph VIII (4) of the Code of Conduct for Prevention of Insider Trading]

Date _____

To

The Chairman of Audit Committee /

Board of Directors,

_____ *Limited*

**QUARTERLY REPORT BY COMPLIANCE OFFICER FOR THE QUARTER
ENDED _____**

Sr. No.	Date of Trade	Name of Designated Person, Designation & Department / Division	Whether transaction by Designated Persons and / or their Immediate Relatives	Name of the Immediate Relative and relationship with the Designated Person	Nature, no. and value of Securities Traded	Details of Pre-clearance/ Trading Plans/ Trades executed/ Other matters